

Exhibit 7

Privilege Log Name References

<u>Last Name</u>	<u>First Name</u>	<u>Employer</u>
Capello	Alex	Capello Group
Altorelli	John J.	Paul, Hastings, Janofsky & Walker LLP
Anderson-Bachman	Susan	NorthWestern Corporation
Andreasen	Tim J	KPMG International
Arends	Craig	Arthur Andersen
Asay	John P (Pat)	NorthWestern Corporation
Asnis	Shoshanah V.	Gibson, Dunn & Crutcher LLP
Atkinson	Tim	Expanets, Inc.
Austin	Bill	NorthWestern Corporation
Austin	Jesse	Paul, Hastings, Janofsky & Walker LLP
Azulay	Sharon	Bryan Cave Robinson Silverman
Balyeat	Douglas R.	Paul, Hastings, Janofsky & Walker LLP
Barcella	E. Lawrence	Paul, Hastings, Janofsky & Walker LLP
Barrack	Marty	NorthWestern Corporation
Bassett	Lionel	NorthWestern Corporation
Baxter	Jennifer	CornerStone Propane LLC
Baxter	Keith	CornerStone Propane LLC
Beatty	Kim	Browning, Kalczyk, Berry & Hoven
Bell	David L.	Atlantic Richfield Company
Berry	Leo	Browning, Kalczyk, Berry & Hoven
Boehning	Reiner	Credite Suisse Group (CSFB)
Bohrer	Corrine	NorthWestern Corporation
Bohrer	Kelly	NorthWestern Corporation
Bonventre	Joseph S.	Paul, Hastings, Janofsky & Walker LLP
Boub	Candy	NorthWestern Corporation
Boyar	Brand G.	Browning, Kalczyk, Berry & Hoven
Boyles	George	NorthWestern Corporation
Brockman	Rona	NorthWestern Corporation
Buron	Suzette	NorthWestern Corporation
Buus	Joylynn	NorthWestern Corporation
Cantor	Jonathan	Simpson Thacher & Bartlett LLP
Cashell	Michael R	NorthWestern Corporation
Champagne	P.T.	PPL Corporation
Charters	John	Expanets, Inc.
Chase	Nedra	NorthWestern Corporation Energy
Clark	Lonnle	Expanets, Inc.
Coddon	Eve	Paul, Hastings, Janofsky & Walker LLP
Cohen	Eric L.	Bryan Cave Robinson Silverman
Coleman	Patrick	NorthWestern Corporation
Conboy	Kevin	Paul, Hastings, Janofsky & Walker LLP
Cook	J.D.	PPL Corporation
Corcoran	Patrick R.	NorthWestern Corporation
Cornell	John	Jones Day
Cosgrove	John	Expanets, Inc.
Cotton	J.	Deloitte & Touche USA LLP
Coulomb	Lionel	NorthWestern Corporation
Crowe	Christine M.	Paul, Hastings, Janofsky & Walker LLP
Darcy	Randy	NorthWestern Corporation
Davis	Eric	Paul, Hastings, Janofsky & Walker LLP
Deamer	Bartley C.	NorthWestern Corporation
DeGrandis	Bill D.	Paul, Hastings, Janofsky & Walker LLP
DeJong	Amy	NorthWestern Corporation
Della Grotta	John F.	Paul, Hastings, Janofsky & Walker LLP
Denniston	Karol	Paul, Hastings, Janofsky & Walker LLP
DePue	Ron	Shamberg Wolf McDermott & Depue
Dettmer	Ethan	Gibson, Dunn & Crutcher LLP

Privilege Log Name References		
Last Name	First Name	Employer
Deutschman	Rob	Capello Partners LLC
Devoe	Michael	NorthWestern Corporation
Dewey	Irene	NorthWestern Corporation
Dexter	Dawn A.	Arthur Andersen
Dickey	Jonathan C.	Gibson, Dunn & Crutcher LLP
Dietrich	Alan	NorthWestern Corporation (Attorney)
Donaldson	Marc E	NorthWestern Corporation
Donovan	Kristine	Expanets, Inc.
Dröok	Gary	NorthWestern Corporation
D'Souza	Roiston P.	BearingPoint
Dutcher	Diane	NorthWestern Corporation
Dyre	Mary Scrim	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Elliott	Richard	Richards Layton & Finger
Eronini	Uche	Paul, Hastings, Janofsky & Walker LLP
Evans	Paul	NorthWestern Corporation
Evans	Liz	NorthWestern Corporation
Feldstein	Hydee R.	Paul, Hastings, Janofsky & Walker LLP
Fellner	Irene	NorthWestern Corporation
Ferrara	Ted	BlueDots, Inc.
Fischer	Catherine	Securities and Exchange Commission
Fitzgerald	John	NorthWestern Corporation
Flicker	Scott M.	Paul, Hastings, Janofsky & Walker LLP
Fonss	Chris	NorthWestern Corporation
Forinash	Barbara	NorthWestern Corporation
Foss	Steve	NorthWestern Corporation
Franklin	Noel	Securities and Exchange Commission
Fresla	Rick	Expanets, Inc.
Gan	Y.	Dewey Ballantine LLP
Genieser	Kevin	Morgan Stanley
George	Jerry	Campbell, George & Strong LLP
Gerrard	Nicole	Paul, Hastings, Janofsky & Walker LLP
Gibau-Heyman	Sharyn	Paul, Hastings, Janofsky & Walker LLP
Gjoraas	Travis	NorthWestern Corporation
Gottshall	Kurt L.	Securities and Exchange Commission
Graves	Lee C.	ELM Investments LLC
Greene	William	Leonard, Street and Delnard Professional Association
Griese	Deborah	NorthWestern Corporation
Gross	Clyde	NorthWestern Corporation
Hackett	Marty	Expanets, Inc.
Haeder	Donna	NorthWestern Corporation
Haffey	John D (Jack)	NorthWestern Corporation
Halfhill	Carol	NorthWestern Corporation
Hanson	Michael	NorthWestern Corporation
Har	Henry C.	Paul, Hastings, Janofsky & Walker LLP
Hare	B.	Deloitte & Touche USA LLP
Harper	Colleen	NorthWestern Corporation
Harper	Wayne	NorthWestern Corporation (Attorney)
Harris	Joel	Paul, Hastings, Janofsky & Walker LLP
Hart	T.	Gibson, Dunn & Crutcher LLP
Hatfield	Jay	NorthWestern Corporation
Header	Donna	NorthWestern Corporation
Hebenstreit	Brenda A.	Arthur Andersen
Herr	Glenn	NorthWestern Corporation
Hoerl	Donald M.	Securities and Exchange Commission
Hoffman	Cliff	Deloitte & Touche USA LLP
Holly	Christopher C.	Bank One

Privilege Log Name References		
Last Name	First Name	Employer
Holton	Scott	PricewaterhouseCoopers
Hong	Jennifer L.	Paul, Hastings, Janofsky & Walker LLP
Hotte	Klara L.	Paul, Hastings, Janofsky & Walker LLP
Huber	Cory	NorthWestern Corporation
Humbert	Suzanne	Deloitte & Touche USA LLP
Humble	Graham	Deloitte & Touche USA LLP
Hylland	Richard	NorthWestern Corporation
Irving	Euclid A.	Paul, Hastings, Janofsky & Walker LLP
Irving	Don	PricewaterhouseCoopers
Jacobsen	Eric R.	NorthWestern Corporation (General Counsel)
James	M.	Gavin Anderson
Janhunen	Joseph S.	NorthWestern Corporation
Janke	Brenna	NorthWestern Corporation
Jauffret	Jennifer	Richards Layton & Finger
Green	Janet	Capello Group
Johnson	Jerry	NorthWestern Corporation
Johnson	Joseph	Paul, Hastings, Janofsky & Walker LLP
Johnson	Vel	Expanets, Inc.
Kahn	Marguerite R.	Paul, Hastings, Janofsky & Walker LLP
Kaleczyc	Stan	Browning, Kaleczyc, Berry & Hoven
Kane	Debbie M.	NorthWestern Corporation
Karell	Alan	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Kastin	David M.	Bryan Cave Robinson Silverman
Kaufman	Curt	BlueDots, Inc.
Kennedy	Charles M.	Jones Day
Kennedy	Rob	BlueDots, Inc.
Kindt	Ernest J.	NorthWestern Corporation Energy
Kinnard	D.B.	PPL Corporation
Klein	Scott	Paul, Hastings, Janofsky & Walker LLP
Kliwer	Kendall G.	KPMG International, NorthWestern Corporation
Kline	Scott C.	Paul, Hastings, Janofsky & Walker LLP
Knapp	Thomas	NorthWestern Corporation (General Counsel)
Kohl	Steve	Nyman & Kohl
Koolstra	Bryan	NorthWestern Corporation Growth Company, BlueDots, Inc.
Kovash	Keith	NorthWestern Corporation
Kubes	Steve	Arthur Andersen
Labenz	Richard J.	KPMG International
Lafave	Bleau	NorthWestern Corporation
Lall	Crystal	NorthWestern Corporation
Lamey	Arthur F.	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Lane	B.	Gibson, Dunn & Crutcher LLP
Laplante	Robert	Simpson Thacher & Bartlett LLP
Larkin	Emily	NorthWestern Corporation
Lasker	R.	Cravath, Swaine & Moore LLP
Lawrence	Robert	Merrill Corporation
Layne	J.	Gibson, Dunn & Crutcher LLP
Levin	Janice E.	Paul, Hastings, Janofsky & Walker LLP
Lewis	Merle	NorthWestern Corporation
Leyendecker	Rodney	NorthWestern Corporation
Litman	Scott	Paul, Hastings, Janofsky & Walker LLP
Lopach	Dennis	NorthWestern Corporation (Attorney)
Lydic	Tammy	NorthWestern Corporation
Mack	Shelley	Gibson, Dunn & Crutcher LLP
Magle	Scott	NorthWestern Corporation
Manlon	Michael P.	NorthWestern Corporation (Attorney)
marmueller@deloitte.com		Deloitte & Touche USA LLP

Privilege Log Name References		
Last Name	First Name	Employer
Masud	Ahmad	Credite Suisse Group (CSFB)
McCarrick	James	Paul, Hastings, Janofsky & Walker LLP
McGrady	Sean	Paul, Hastings, Janofsky & Walker LLP
Mead	R.	Gavin Anderson
Metcalf	Laurie	Securities and Exchange Commission
Mickelson	Mark	BlueDots, Inc.
Miller	Richard	NorthWestern Corporation
Mills	Roger	PricewaterhouseCoopers
Mitchell	James	Paul, Hastings, Janofsky & Walker LLP
Moloney	J.	Gibson, Dunn & Crutcher LLP
Monaghan	David A.	NorthWestern Corporation Energy, NorthWestern Corporation Communications
Sagl	Mor	Cavallo Capital Corporation
Moresco	Scott E.	KPMG International
Morris	D.	Gavin Anderson
Morrow	Donald L.	Paul, Hastings, Janofsky & Walker LLP
Mulholland	Evan	Paul, Hastings, Janofsky & Walker LLP
Musur	Robert J.	BearingPoint
Nault	C.	Gibson, Dunn & Crutcher LLP
Neiman	Michael L.	NorthWestern Corporation
Nelson	Robert	Montana Consumer Council
Ness	Larry	NorthWestern Corporation
Newell	Daniel	NorthWestern Corporation Growth Company, BlueDots, Inc.
Ng	Emilie	NorthWestern Corporation
Nolander	Jan	NorthWestern Corporation
Norton	Dale	NorthWestern Corporation
Nye	Dick	NorthWestern Corporation
Oen	Terri L.	KPMG International
O'Keefe	Jeffrey	Thomson Financial / Carson
Olbrantz	Jody	Arthur Andersen
Olson	David A.	Deloitte & Touche USA LLP, Arthur Andersen
Opich	Joseph P.	Paul, Hastings, Janofsky & Walker LLP
Orme	Kipp D.	NorthWestern Corporation
Owens	Gregory M.	Dewey Ballantine LLP
Palne	J. C.	Stoel Rives LLP
Pascoe	William	NorthWestern Corporation
Patrizia	Charles	Paul, Hastings, Janofsky & Walker LLP
Pearce	William P.	Pearce Durick
Pellegrino	Jeffrey	Paul, Hastings, Janofsky & Walker LLP
Petersen	Mark	Leonard, Street and DeNard Professional Association
O'Brien	Peter	Dewey Ballantine LLP
Marks	Patti	Dewey Ballantine LLP
Pohl	Curtis	NorthWestern Corporation
Polacek	Steven	Deloitte & Touche USA LLP
Pollock	Thomas R.	Paul, Hastings, Janofsky & Walker LLP
Price	Tonya	Expanets, Inc.
Pronesti	Frank	BlueDots, Inc.
Quam (Hanson)	Jana	NorthWestern Corporation
Quick	Laura	NorthWestern Corporation
Ralph	Pamela	NorthWestern Corporation
Randen	Paula	NorthWestern Corporation
Rapkoch	Claudia	NorthWestern Corporation
Rappaport	Jennifer L.	Paul, Hastings, Janofsky & Walker LLP
Rausch	Dan	BlueDots, Inc.
Reardon	Pat	NorthWestern Corporation
Reding	John A.	Paul, Hastings, Janofsky & Walker LLP

Privilege Log Name References		
Last Name	First Name	Employer
Reidy	Daniel	Jones Day
Richter	Peg	NorthWestern Corporation
Roake	Tim	Gibson, Dunn & Crutcher LLP
Roark	Teri	BlueDots, Inc.
Roof	Becky	Alix Partners
Roos	David	Gibson, Dunn & Crutcher LLP
Rose	Kevin	Moody's Investors Service
Rose	Shea	NorthWestern Corporation
Rosenwasser	M.	Vinson & Elkins LLP
Ruffatto	Steven P.	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Rushton	Lisa K.	Paul, Hastings, Janofsky & Walker LLP
Sachs	Omri	Paul, Hastings, Janofsky & Walker LLP
Saks	Scott R.	Paul, Hastings, Janofsky & Walker LLP
Sanchez	Rosa	Leonard, Street and Deinard Professional Association
Scharfenberg	William P.	Paul, Hastings, Janofsky & Walker LLP
Schroepfel	Bobbi	NorthWestern Corporation
Schrum	Roger	NorthWestern Corporation
Schwartz	Melissa C.	Paul, Hastings, Janofsky & Walker LLP
Schwitzer	William F.	Paul, Hastings, Janofsky & Walker LLP
Scott	Richard	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Senechal	Ellen M.	Bank of New York, NorthWestern Corporation
Sengerberger	James	Expanets, Inc.
Seymann	Marilyn	NorthWestern Corporation
Shmulewitz	Jennifer	Paul, Hastings, Janofsky & Walker LLP
Shoesmith	Thomas M.	Paul, Hastings, Janofsky & Walker LLP
Short	Andrew M.	Paul, Hastings, Janofsky & Walker LLP
Showalter	Patricia	Paul, Hastings, Janofsky & Walker LLP
Smith	Bruce	NorthWestern Corporation
Smith	J. B.	Hamilton Communications
Smook	Karen	NorthWestern Corporation
Snella	Marty	Expanets, Inc.
Snider	Mark	BlueDots, Inc.
Sozio	Stephen G.	Jones Day
Stanford	Marcia	Leonard, Street and Deinard Professional Association
Staudinger	Gary	NorthWestern Corporation
Strjnik	Iwona	Paul, Hastings, Janofsky & Walker LLP
Strout	Wylie C.	Paul, Hastings, Janofsky & Walker LLP
Sullivan	William F.	Paul, Hastings, Janofsky & Walker LLP
Sun	David	Morgan Stanley
Superales	Linda	NorthWestern Corporation
Sutton	Keith M.	Paul, Hastings, Janofsky & Walker LLP
Swindler	R.M.	Vinson & Elkins LLP
Taylor	Michael G.	Leonard, Street and Deinard Professional Association
Thleibar	Bart	NorthWestern Corporation
Thomas	Tiffany	NorthWestern Corporation
Thompson	Mark	NorthWestern Corporation
Thompson	C.	Bear Stearns
Thomson	Leslie	Crowley, Haughey, Hanson, Toole & Dietrich P.L.L.P.
Toney	Mark	Alix Partners, NorthWestern Corporation
Torres	Rebecca	Paul, Hastings, Janofsky & Walker LLP
Trandem	Greg	NorthWestern Corporation
Tribble	Kimberly	Paul, Hastings, Janofsky & Walker LLP
Tyras	Jonathan C.	Paul, Hastings, Janofsky & Walker LLP
Urinko	Lori	NorthWestern Corporation
Valente	Mike	Expanets, Inc.
Van Camp	John	NorthWestern Corporation

Privilege Log Name References		
<u>Last Name</u>	<u>First Name</u>	<u>Employer</u>
Van Egmond	Lee	Reed Smith
Van Roden	John	NorthWestern Corporation
Vegliante	Reggie	NorthWestern Corporation
Verniere	Richard	Gibson, Dunn & Crutcher LLP
Vesco	Elaine A.	NorthWestern Corporation
Vickman	S.	Deloitte & Touche USA LLP
Voecks	Shelly	NorthWestern Corporation
Voytek	Michael	Paul, Hastings, Janofsky & Walker LLP
Wagner	Dennis	NorthWestern Corporation
Walker	Jim	Expanets, Inc.
Wallman	Kristi	NorthWestern Corporation Communications
Walsh	Richard P.	NorthWestern Corporation
Watson	Ted	NorthWestern Corporation
Weiler	Steven	Leonard, Street and Deinard Professional Association
Weiner	Christy	NorthWestern Corporation
Weitz	Mark	Leonard, Street and Deinard Professional Association
Welch	Jamie	Credite Suisse Group (CSFB)
Whitesel	Kurt	NorthWestern Corporation
Whitney	Kate	Montana Public Service Commission
Whurlocker	E.	PPL Corporation
Wiese	Jon	Expanets, Inc.
Wilcox	Joyce F	NorthWestern Corporation
Williams	Todd	ELM Investments LLC
Wilson	Brody	PricewaterhouseCoopers
Wilson	Nicole	NorthWestern Corporation
Wyche	Paul	NorthWestern Corporation
Yarlagadda	Chakradhar	BearingPoint
Yen	Alta	GE Capital
Yost	Laura	NorthWestern Corporation
Young	Michael	NorthWestern Corporation (Attorney)
Young	Louis P.	Bank of New York
Younger	Chris	Expanets, Inc.
Zuppone	Michael	Paul, Hastings, Janofsky & Walker LLP

Northwestern Privilege Log

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
1	ACP	E-mail	02/19/2003	Dietrich, Alan	Drook, Gary; Hyland, Richard; Newell, Daniel; Orme, Kipp; VanCamp, John; Van Roden, John; Hanson, Mike; Whitesel, Kurt; Young, Michael (l egal); Herr, Glen; Lopach, Dennis; Monaghan, David A; Pascoe, William A (Bill); Pohl, Curtis; Schroepel, Bobby; Thielber, Bart; Trandem, Greg; Quann (Hanson), Jana; Mickelson, Mark; Kennedy, Rob; Pionest, Frank; Ferrara, Ted; Voeds, Shelly; Devos, Michael; Charters, John; Younger, Chris; Fresta, Rick; Snella, Mary; Johnson, Val; Wiese, Jon; Valeria, Mike; Cosgrove, John; Seagenberger, James; Barrack, Mary; Hackett, Mary; Weiner, Christy; Vegliante, Reggie; Clark, Lonnie; Rausch, Dan; Walker, James; Nieman, Michael L; Gioras, Travis; Koosira, Bryan; Torey, Mark; Roof, Becky; Ng, Emilee; Kiewer, Kendall; Forss, Chris	Jacobson, Eric; thomaspollock@paulhastings.com	Document Retention
2	ACP	E-mail	06/07/2002	Young, Michael	ewmhuckler@pplweb.com; ddkimand@pplmt.com	pichampagne@pplweb.com; jdcok@pplmt.com; Castelli, Michael; RDonaldson, Marc; Ecoulomb; Lionel Evans; Paulmichalekoyrek@paulhastings.com; Thompson, Mark	Colstrip Transmission Sale Agreement Draft Attached draft Colstrip Transmission Asset Agreement (containing PHJW comments)
3	ACP/AWP	Attachment	06/07/2002		Patrizia, Charles; michaelkoyrek@paulhastings.com; eucldrving@paulhastings.com	Hanson, Mike; Jacobson, Eric	FW: [NWE LETTERHEAD] Attached draft letter re: PPL Demand Letter containing comments of Charles Patrizia
4	ACP/AWP	E-mail	06/20/2002	Young, Michael	Thompson, Mark; Hanson, Mike; Young, Michael; Jacobson, Eric; Orme, Kipp; Whitesel, Kurt; Monaghan, David A	Lopach, Dennis; Corcoran, Patrick R.; jim.bertrand@leopard.com	RE: Response to PPL's Demand for Credit Assurance
5	ACP/AWP	Attachment	06/19/2002			Hanson, Mike; Orme, Kipp; Snook, Karen	FW: NCS audit issues PSE Benefit from MT
6	ACP	E-mail	01/07/2003	Thompson, Mark	Jacobson, Eric		FW: NCS audit issues PSE Benefit from MT
7	ACP	E-mail	02/14/2003	Whitesel, Kurt	Young, Michael; Hanson, Mike		FW: NCS audit issues PSE Benefit from MT
8	ACP	E-mail	02/04/2003	Thompson, Mark	Young, Michael (Legal); Hanson, Mike; Lopach, Dennis		FW: NCS audit issues PSE Benefit from MT
9	ACP	E-mail	02/21/2003	Thompson, Mark			FW: NCS audit issues PSE Benefit from MT

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
10 ACP	E-mail		04/23/2002	James Mitchell	colleen.harper@northwestern.com; Michael.Manton@northwestern.com; pat.corcoran@northwestern.com		Updated stranded cost study.DOC
11 ACP	E-mail		01/10/2003	Knaipp, Tom	Hanson, Mike		FW: MPSC EWG/FUCHA Application
12 ACP	E-mail		02/13/2003	Young, Michael	Jacobson, Eric; Hanson, Mike		MPSC FERC Subpoena re: Euron
13 ACP	E-mail		02/14/2003	Young, Michael	Jacobson, Eric; Hanson, Mike		Final Northwestern FERC Subpoena Responses
14 ACP	E-mail		12/12/2002	Schrum, Roger	Lewis, Merle; Hyland, Richard; Jacobson, Eric; Orme, Kipp; Hanson, Mike; Charters, John; Newell, Daniel; thomaspollock@paulhastings.com; spolacktek@deltate.com	Barbara	Confidential Drafts Fourth Quarter Update Releases Noon-12/12
15 ACP	E-mail		11/09/2002	Jacobson, Eric	Whitesel, Kurt; Dietrich, Alan; Hanson, Mike; Monaghan, David A; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rob; Snider, Mark; Devoe, Michael	Orme, Kipp	FW: Disclosure Comm & Sarbanes Oxley
16 ACP	E-mail		11/09/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Gary Drook; Hyland, Richard; Jerry Johnson; Larry Ness; Lewis, Merle; Marilyn Seymann; Randy Darcy; Jacobson, Eric; Dietrich, Alan; Hanson, Mike; Monaghan, David A; Young, Michael; Charters, John; Fresia, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rob; Snider, Mark; Hoffman, Cliff; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.	Smook, Karen; Candy Boub; Diane Dutcher; Irene Falmer; Peg Richter; Suzanne Burton; Fornash, Barbara; Dewey, Irene	Northwestern 3rd Quarter 10Q Working Draft
17 ACP	E-mail		11/13/2002	Young, Michael	Hanson, Mike; Monaghan, David A	Whitesel, Kurt	Energy Subcommittee Revisions to Volume 3 of 10-Q
18 ACP	E-mail		11/13/2002	Young, Michael	Jacobson, Eric; Whitesel, Kurt; Orme, Kipp	Hanson, Mike; Monaghan, David A	Energy Subcommittee Comments
19 ACP	E-mail		11/13/2002	Young, Michael	thomaspollock@paulhastings.com; scottkline@paulhastings.com	Hanson, Mike; Monaghan, David A	Energy Subcommittee Revisions to NOR 10-Q
20 ACP	E-mail		11/13/2002	Young, Michael	Kline, Scott C.	Hanson, Mike; Monaghan, David A; thomaspollock@paulhastings.com; scottkline@paulhastings.com	RE: NOR Third Quarter 10Q draft Energy Subcommittee - Unhedged Power Supply Contracts
21 ACP	E-mail		11/13/2002	Young, Michael	Jacobson, Eric; Orme, Kipp; Whitesel, Kurt		RE: Energy Subcommittee - Unhedged Power Supply Contracts
22 ACP	E-mail		11/14/2002	Orme, Kipp	Jacobson, Eric; Hanson, Mike	Hanson, Mike	RE: CSFB Meeting
23 ACP/AWP	E-mail		11/18/2002	Hyland, Richard	Jacobson, Eric; Orme, Kipp	Pollock, Thomas R; Pautza, Charles	Updated MPSC Application
24 ACP	E-mail		12/17/2002	Hong, Jennifer L.	Jacobson, Eric; Dietrich, Alan; opach, Dennis; Corcoran, Patrick; Rhanson, Mike	A Kline, Scott C.	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
25 ACP		E-mail	12/23/2002	Hong, Jennifer L.	Knapp, Tom; Kim Beatty; Leo Barry; Stan Kaleczyc; Lopach, Dennis; Jacobsen, Eric; Hanson, Mike	Patzia, Charles A.; Conboy, Kevin; Pollock, Thomas R.; Schwartz, Melissa C.	FINAL MPSC Application
26 ACP		E-mail	07/23/2002	Jacobsen, Eric	Hanson, Mike; Orme, Kipp; Hyland, Richard		Flat Structure [forwarding email from Jennifer Hong]
27 ACP		Attachment	07/23/2002				Time and Responsibility Checklist Montana Restructuring Contribution of Assets "Flat Structure Closing [attachment to email from Jennifer Hong]
28 ACP		E-mail	08/13/2002	Strout, Wylie C.	tom.knapp@northwestern.com; Hanson, Mike; Bankers Trust/Deutsche Bank; The Bank of New York; Louis P. Young; Nelson Leasing Corp.	jimmattinmccarrick2002@yahoo.com	Colstrip 120 Day Notice Letter
29 ACP		Attachment	08/14/2002	Hanson, Mike (CEO)		Knapp, Thomas; McCarrick, James	NorthWestern Energy LLC Colstrip 4 Lease Transactions
30 ACP/AWP		E-mail	08/23/2002	Knapp, Tom	Asay, John P (Pat); Dietrich, Alan; Jacobsen, Eric; Kovash, Keith K; Lopach, Dennis; Marlon, Michael P; Nieman, Michael L; Nolander, Jan; Orme, Kipp; Pearson, Pat; VanCamp, John; Walsh, Richard P; Whitesel, Kurt; Young, Michael	Hanson, Mike	Time and Responsibility Checklist for Going Flat Closing
31 ACP		Attachment	08/22/2002				Time and Responsibility Checklist Montana Restructuring Contribution of Assets "Flat Structure Closing [attachment to email from Thomas Knapp]
32 ACP		Attachment	08/22/2002				Appendices to Time and Responsibility Checklist [attachment to email from Thomas Knapp]
33 ACP		E-mail	09/09/2002	Young, Michael	Jacobsen, Eric; Hanson, Mike		FW: Hastings Letter
34 ACP		E-mail	12/06/2002	Knapp, Tom	Jacobsen, Eric; Hanson, Mike		FW: Touch America Release to pay past bills
35 ACP		Facsimile	11/21/2002	Knapp, Tom	Holland, Brian (Touch America)		MPG invoices
36 ACP		E-mail	10/16/2002	Quam (Hanson), Jana	Knapp, Tom; Nolander, Jan; Kovash, Keith K; Rapkoich, Claudia	Hanson, Mike	RE: Early Retirement Incentive
37 ACP		E-mail	10/16/2002	Kovash, Keith K	Knapp, Tom; Hanson, Mike; Quam, Jana; Nolander, Jan; Rapkoich, Claudia		RE: Early Retirement Incentive
38 ACP		E-mail	11/25/2002	Knapp, Tom	Jacobsen, Eric; Hanson, Mike; Lopach, Dennis	thomaspollock@paulhaslings.com	McCreavey
39 ACP		E-mail	11/25/2002	Knapp, Tom	Jacobsen, Eric; Hanson, Mike; Lopach, Dennis	thomaspollock@paulhaslings.com	RE: McCreavey
40 ACP		Attachments	06/07/2001	Magie, Scott	Hanson, Mike; Jacobsen, Eric; Young, Michael; Coulomb, Lionel; Evans, Liz		Scott's Positions on MPSCs Request for Reimbursement on the Great Falls Site
41 ACP		E-mail	06/18/2001	Jacobsen, Eric	Hanson, Mike; Eudid Irving; Ahmad Masud		FW: Agreement to Transfer - June 18 Redline
42 ACP		E-mail	08/17/2001	Young, Michael	Hanson, Mike; Jacobsen, Eric	Magie, Scott; Coulomb, Lionel	Draft O&A for Hanson Written Testimony
43 ACP		Document	08/17/2001	Young, Michael	Hanson, Mike; Jacobsen, Eric		Application to Montana Power Service Commission Points to Incorporate into Testimony of Mike Hanson

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
44 ACP		E-mail	08/17/2001	Young, Michael	Hanson, Mike; Jacobsen, Eric	Magie, Scott; Coudomb, Lionel	More on Hanson Testimony
45 ACP		Document	08/17/2001	Young, Michael	Hanson, Mike; Jacobsen, Eric		Application to Montana Power Service Commission Points to Incorporate into Testimony of Mike Hanson
46 ACP		E-mail	09/11/2002	Rushon, Lisa K.	Hanson, Mike		FW: Draft Letters to J. Wardell and S. Stash re: Milltown Dam
47 ACP		Document	03/11/2002				Attached draft letter to J. Wardell and S. Stash re: Milltown Dam
48 ACP		E-mail	03/12/2002	Rushon, Lisa K.	Hanson, Mike		FW: Revised letters to J. Wardell and S. Stash
49 ACP		Document	03/12/2002				Attached draft revised letters to J. Wardell and S. Stash re: Milltown Dam
50 ACP		E-mail	05/20/2002	Young, Michael	Schroepel, Bobbi	Hanson, Mike	FW: Milltown and transmission sale update
51 ACP		E-mail	06/06/2002	Young, Michael	Hanson, Mike; Jacobsen, Eric		Private Meeting with MT Attorney General
52 ACP		E-mail	07/16/2002	Young, Michael	Jacobsen, Eric		Milltown Registration Statement Disclosure
53 ACP/AWP		E-mail	07/31/2002	Young, Michael	Jacobsen, Eric; Hanson, Mike		FW: Defense Memo
54 ACP/AWP		E-mail	10/24/2002	Young, Michael	Jacobsen, Eric; Hanson, Mike		FW: Milltown
55 ACP		E-mail	11/19/2002	Todd Williams	Hanson, Mike	Young, Michael; Lee Graves	RE: Call from Arco re: Going Flat Transaction
56 ACP		E-mail	12/03/2002	Young, Michael	Hanson, Mike; Jacobsen, Eric; Lopach, Dennis	Williams@elnrlc.com; lgraves@elnrlc.com	Draft Letter to McGrath re: Milltown and Going Flat Transaction
57 ACP		E-mail	12/12/2002	Young, Michael	Hanson, Mike; Jacobsen, Eric; Lopach, Dennis		Revised Letter to McGrath
58 ACP/AWP		E-mail	01/29/2003	Hong, Jennifer L.	Knapp, Tom	Ivings, Euclid A.; Kahn, Marguerite R.; Hanson, Mike	RE: Daily Environment Report - EPA Plans to Demolish Dam in Montana.html
59 ACP/AWP		Attachment	01/24/2003				Attached Draft MPSC Application for PUHCA Findings
60 ACP/AWP		E-mail	01/29/2003	Young, Michael	Patrizia, Charles; Jacobsen, Eric; Knapp, Tom	Ivings, Euclid A.; Kahn, Marguerite R.; Hong, Jennifer L.; Hanson, Mike	RE: Daily Environment Report - EPA Plans to Demolish Dam in Montana.html
61 ACP		E-mail	01/29/2003	Young, Michael	Lopach, Dennis; jenniferhong@paulastings.com	Williams@elnrlc.com; lgraves@elnrlc.com; charlespatrizia@paulastings.com; Hanson, Mike; Jacobsen, Eric; Knapp, Tom	Milltown MPSC Application
62 ACP		Attachment	01/29/2003				Attached Milltown MPSC Application
63 ACP		E-mail	10/17/2002	Knapp, Tom	Young, Michael; Lopach, Dennis	Corcoran, Patrick R.; Hanson, Mike; Schrum, Roger	RE: Montana PSC Letter re Restructuring
64 ACP/AWP		Attachment	10/17/2002				Attached draft letter re: Montana PSC re: Restructuring
65 ACP		E-mail	01/24/2003	Lopach, Dennis	Hanson, Mike; Jacobsen, Eric; Orme, Klipp; Monaghan, David A.	Corcoran, Patrick R.; Knapp, Tom; Schrum, Roger; Flapkoeh, Claudia	FW: Order on Security Issue

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
66 ACP		Attachment	02/02/2003	Lopach, Dennis	Hanson, Mike		2002.12.159 - Legality of Conditions and Potential Approaches to Dealing with Subsidiary Finance Issues and Other Conditions in Order
67 ACP		E-mail	01/20/2003	Hanson, Mike	Young, Michael		FW: Information Memorandum
68 ACP		E-mail	01/20/2003	Hanson, Mike	Young, Michael		FW: Northwestern/CSFB Credit Agreement - Schedules
69 ACP		E-mail	01/21/2003	Hanson, Mike	Monaghan, David A		FW: Northwestern/CSFB Credit Agreement - Schedules
70 ACP		E-mail	01/21/2003	Hanson, Mike	Lopach, Dennis		FW: Northwestern/CSFB Credit Agreement - Schedules
71 ACP		E-mail	02/15/2003	Hanson, Mike	Whitesel, Kurt; Jacobsen, Eric	Orme, Kipp; Smook, Karen	RE: NCS audit issues
72 ACP		E-mail	02/19/2003	Hanson, Mike	Lopach, Dennis		FW: Version 7 Feb. 19 News Release and Q&A
73 ACP		E-mail	10/17/2002	Magie, Scott	Hanson, Mike; Jacobsen, Eric	Young, Michael	Revised Consultant Contract
74 ACP		E-mail	01/11/2003	Jacobsen, Eric	Hanson, Mike		Unit Strat Outline
75 ACP/AWP		Attachment	01/11/2003	Jacobsen, Eric	Hanson, Mike		Attached Unit Strat Outline
76 ACP		E-mail	02/29/2003	Jacobsen, Eric	Hanson, Mike		Counsel Memo
77 ACP		E-mail	01/11/2003	Jacobsen, Eric	Hanson, Mike		Unit Strat Outline
78 ACP/AWP		Attachment	01/10/2003				Attached Unit Strat Outline
79 ACP		Attachment	08/08/2002	Polack, Thomas	Northwestern Corp.		CEO, CFO and Audit Committee Procedures Checklist for Certification relating to June 30, 2002 Quarterly Report on Form 10-Q
80 ACP/AWP		Attachment		Monaghan, David A [forwarding email from Jonathan Tyras]			Draft Form 10-K for year ended December 31, 2002
81 ACP/AWP		E-mail	03/20/2003		Kindt, Ernie		FW: Revised draft of Form 10-K
82 ACP		Attachment	03/20/2003				Attached draft Form 10-K [containing PHJW comments]
83 ACP		E-mail	07/29/2003	Klewer, Kendall	Hong, Jennifer; Dietrich Alan	Patrizia, Charles; Vesco, Elaine A; Boyles, George; Kindt, Ernest J	RE: FEREC Financials
84 ACP		E-mail	08/08/2002	Whitesel, Kurt		Young, Michael	FW: SAB Topic 5.Y
85 ACP		E-mail	10/23/2002	Monaghan, David A; Knapp, Thomas	Kindt, Ernie		FW: Reserves for 2001/02 and litigation claims
86 ACP		E-mail	05/12/2003	Hanson, Mike	Monaghan, David A; Young, Michael; Lopach, Dennis		RE: Revised Individual Sarbanes Certifications

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
87 ACP		E-mail	05/13/2003	Klewer, Kendall	Orme, Kipp; Newell, Daniel; Kennedy, Rob; Atkinson, Tim; Clark, Lonnie; Vegliante, Reggie; Snella, Marty; Younger, Chris; Hanson, Mike; Monaghan, David A.; Young, Michael; Lopach, Dennis; Jacobson, Eric; Nieman, Michael L.; Whitesel, Kurt; Dietrich, Alan	Smook, Karen; Pollock, Thomas R.; Drook, Gary; Austin, Bill; Schrum, Roger; Polacek, Steven L.; Arends, Craig; Hoffman, Cliff; Lail, Crystal; Ng, Emille; Griese, Deborah	RE: Final 3/31/03 10Q Draft
88 ACP		E-mail	03/11/2003	Dietrich, Alan	scottkline@paulhastings.com	Young, Michael; Jacobson, Eric; Monaghan, David A.; Hanson, Mike; lonnyas@paulhastings.com; Pohl, Curtis	Form 10-K - Nebraska Regulatory Language Suggestion
89 ACP		E-mail	04/16/2003	Patrizia, Charles	Jacobson, Eric; Hanson, Mike; Young, Michael	Pollock, Thomas R.; Irving, Euclid A.; Rushon, Lisa K.; thomas.knap@northwestern.com	FW: A washingtonpost.com article from: charlespatrizia@paulhastings.com [containing comments by Charles Patrizia]
90 ACP		E-mail	03/31/2003	Jacobson, Eric	Hanson, Mike; Lopach, Dennis		Forwarding email from Jonathan Tyas
91 ACP		E-mail	03/17/2003	Hanson, Mike (CEO)	Nieman, Michael L.; Orme, Kipp; Charters, John; Flesia, Rick; Newell, Daniel; Kennedy, Rob; Whitesel, Kurt; Monaghan, David A	Drook, Gary; Jacobson, Eric; Hyland, Richard; Root, Becky; VanCamp, John; Klewer, Kendall; Forsis, Chris; Gioras, Travis; Young, Michael; Dietrich, Alan; Lopach, Dennis; Watson, Ted; Kaufman, Curt	RE: Management Case Protection
92 ACP		E-mail	03/27/2003	Hanson, Mike	Monaghan, David A		RE: NorCom-Expans's Transaction
93 ACP		E-mail	03/21/2003	Knap, Tom	Patrizia, Charles; Jacobson, Eric; Hanson, Mike; Young, Michael		FW: NO action request
94 AWP		Attc	3/ /2003	Patrizia, Charles	Fischer, Catherine (Office of Public Utility Regulation, Securities and Exchange Commission)		Attached draft letter re: NorthWestern Corp. by Charles Patrizia
95 ACP		E-mail	05/12/2003	Hanson, Mike	Monaghan, David A; Young, Michael; Lopach, Dennis		RE: Revised Individual Sarbanes Certifications
96 ACP		E-mail	04/02/2003	Hanson, Mike	Kline, Scott C.		RE: 10-K Qs
97 ACP/AWP		Attachment	02/24/2003		Newell, Daniel; Kennedy, Rob; Atkinson, Tim; Clark, Lonnie; Vegliante, Reggie; Snella, Marty; Younger, Chris; Hanson, Mike; Monaghan, David A.; Young, Michael; Lopach, Dennis; Jacobson, Eric; Nieman, Michael L.; Klewer, Kendall; Whitesel, Kurt; Dietrich, Alan		Draft NorthWestern Energy LLC comments to FEREC
98 ACP		E-mail	05/12/2003	Orme, Kipp		Smook, Karen; Pollock, Thomas R.; Gernard, Nicole	Further Revised Individual Sarbanes Certifications
99 ACP		E-mail	03/13/2003	Hanson, Mike	Kline, Scott C.		RE: NOR 10-K

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
100	ACP/AWP	E-mail and attachments	4/05/2003 and 04/06/2003	Kline, Scott C.	Orme, Kipp; Jacobsen, Eric; Charters, John; Atkinson, Tim; Friesa, Rick; Clark, Lonnie; Hanson, Mike; Young, Michael; Monaghan, David; Newell, Daniel; Kennedy, Rob; Roark, Teri; Whitesel, Kurt; Giesse, Deborah; Kiewer, Kendall; Forns, Chris; Dietrich, Alan; Schrum, Roger; Snella, Marty; Younger, Chris; Nieman, Michael L.	Drook, Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland, Richard; Roof, Becky; Smook, Karen; Snider, Mark; Devoe, Michael; Ng, Emilia; Vesco, Elaine A.; Rausch, Dan; Kaufman, Curt; Lydic, Tammy; Pollock, Thomas R.; Della Grotta, John F.; Zuppone, Michael; Morrow, Donald; Feding, John A.; Ruston, Lisa K.; Hong, Jennifer L.; Padiza, Charles; Conboy, Kevin; Feldstein, Hydee R.; Austin, Jesse; Barcella, E. Lawrence; Schwartz, Melissa C.; Polacek, Steven L.; Ayends, Craig; Cotton, Jeff; Hare, Brett; Hoffman, Cliff; Tyra, Jonathan C.	April 5 Revised draft of Form 10-K
101	ACP	E-mail	05/09/2003	Young, Michael	Kiewer, Kendall	Hanson, Mike; Lopach, Dennis;	Comments to 2003 NOR 10-Q (Vol. 2)
102	ACP	E-mail	05/13/2003	Monaghan, David A	Hanson, Mike; Young, Michael; Lopach, Dennis	Monaghan, David A	Schedule A
103	ACP/AWP	E-mail and attachments	03/08/2003	Tyra, Jonathan C.	Orme, Kipp; Charters, John; Atkinson, Tim; Friesa, Rick; Clark, Lonnie; Hanson, Mike; Young, Michael; Monaghan, David A; Newell, Daniel; Kennedy, Rob; Roark, Teri; Whitesel, Kurt; Giesse, Deborah; Kiewer, Kendall; Forns, Chris; Jacobsen, Eric; Dietrich, Alan; Schrum, Roger; Snella, Marty; Younger, Chris; Nieman, Michael L.	Drook, Gary; Hyland, Richard; Pollock, Thomas R.; Roof, Becky; Smook, Karen; Kline, Scott C.; Polacek, Steven L.; Bruce I. Smith; Snider, Mark; michaeldevoe@northwestern.com; Ng, Emilia; Vesco, Elaine A.; Rausch, Dan; curtkaufman@bluewin.ch; Lydic, Tammy	Revised draft of Form 10-K
104	ACP	E-mail	05/15/2003	Orme, Kipp	Lopach, Dennis; Hanson, Mike	Ng, Emilia; Jacobsen, Eric	RE: Accounts Receivable
105	ACP/AWP	E-mail	05/10/2003	Young, Michael	Hanson, Mike		FW: Milltown Update re: May 8th Discussion with Wardell, Eisen and Forba
106	ACP	E-mail	05/15/2003	Hanson, Mike	Orme, Kipp; Lopach, Dennis	Ng, Emilia; Jacobsen, Eric	RE: FW: Accounts Receivable
107	ACP/AWP	E-mail	05/09/2003	Young, Michael	Hanson, Mike	lgraves@elnlc.com; williams@elnlc.com	Milltown Update re: May 8th Discussion with Wardell, Eisen and Forba
108	ACP	E-mail	03/24/2003	Hanson, Mike	Monaghan, David A		FW: NorCam-Expanded Transaction
109	ACP	Adobe Acrobat (PDF)	04/15/2003				10-Q/A 3/2002
110	ACP	E-mail	03/13/2003	Kline, Scott C.	Young, Michael; Hanson, Mike		NOR 10-K [containing Scott Kline comments]

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
111	ACP	E-mail	04/15/2003	Kline, Scott C.	sfocust@merillcorp.com; Brock, Gary; Randy.darcy@gentrills.com; jerry@usd.edu; Jerry@cbo.gov; hess@firstskola.com; marilyn@monetinc.com; bernith@gilawfm.com; Roof, Becky; Newell, Daniel; Devoe, Michael; Kennedy, Rob; Roark, Teri; msnyder@ekclaw.com; Charters, John-external; Atkinson, Tim; Clark, Lonnie; mary.snella@expansis.com; Flesia, Rick; Younger, Chris; Hanson, Mike; Lopach, Dennis; Monaghan, David A; Dietrich, Alan; Foss, Chris; Grisea, Deborah; Hyland, Richard; Jacobsen, Eric; Kiewer, Kendall; Nieman, Michael L; Orme, Kipp; Schrum, Roger; Whitesel, Kurt		Re: Northwestern 10-K PDF Proof(s) Attached
112	ACP	E-mail	05/09/2003	Kiewer, Kendall	Orme, Kipp; Jacobsen, Eric; Hanson, Mike; Monaghan, David A; Vesso, Elaine A; Newell, Daniel; Kennedy, Rob; Roark, Teri; Clark, Lonnie; Atkinson, Tim; Devoe, Michael; Young, Michael; Dietrich, Alan; Younger, Chris; Snella, Marty; Schrum, Roger; Nieman, Michael L; Snider, Mark; Whitesel, Kurt; Jon Tyas; scott.kline@paulhastings.com	Dar, Nig; Emille; Smock, Karen; Brett Hare; Craig Arends; spolacek@deloitte.com; Lail, Crystal	10-Q draft version 2
113	ACP/AWP	E-mail	05/13/2003	Young, Michael	Hanson, Mike; Monaghan, David A; Lopach, Dennis		RE: Revised Individual Sarbanes Certifications

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
114 ACP		E-mail	03/15/2003	Tyrus, Jonathan C.	Orma, Kipp; Jacobsen, Eric; Charters, John; Atkinson, Tim; Fresia, Rick; Clark, Lonnie; Hanson, Mike (CEO); Young, Michael (Legal); Monaghan, David A.; Newell, Daniel; Kennedy, Rob; Roark, Teri; Whitesel, Kurt; Giese, Deborah; Kiewer, Kendall; Forns, Chris; Dietrich, Alan; Schrum, Roger; Snella, Mary; Younger, Chris; Nieman, Michael L.	Brook, Gary; Bruce I. Smith; Larry Ness; Jerry Johnson; Hyland, Richard; Roof, Becky; Smock, Karen; Snider, Mark; Devore, Michael; Ng, Emile; Vespo, Elaine A.; Rausch, Dan; Kaufman, Curt; Lydic, Tammy; Pollock, Thomas R.; Della Grotta, John F.; Kline, Scott C.; Zuppone, Michael; Morrow, Donald L.; Reding, John A.; Rushon, Lisa K.; Hong, Jennifer L.; Patrizia, Charles; Conboy, Kevin; Feldstein, Hydee R.; Austin, Jesse; Barcelona, E. Lawrence; Polacek, Steven L. (D&T); Arends, Craig (D&T); Cotton, Jeff (D&T); Hara, Brett (D&T); Hoffman, Cliff (D&T)	Revised draft of Form 10-K
115 ACP		Document	01/08/2003	Paul, Hastings, Janofsky & Walker LLP	Directors and Executive Officers of NorthWestern		Questionnaire for Directors and Executive Officers
116 AWP		Document	07/28/2002				Draft Board Meeting Resolution August 7, 2002 [containing PHJW comments]
117 AWP		Document	07/25/2002				Draft Board Meeting Resolution August 7, 2002 [containing PHJW comments]
118 ACP		Document	04/29/2003	Mitchell, James	Salas, Magalie		Draft letter to FERC containing attorney notes
119 ACP		Document	11/08/2002	Eric Jacobsen, Kipp Orme	Members of the Disclosure Committee and each Disclosure Sub-Committee		Disclosure Controls and Procedures required by Sarbanes-Oxley Act of 2002
120 ACP		Document	11/08/2002	Eric Jacobsen, Kipp Orme	Members of the Disclosure Committee and each Disclosure Sub-Committee		Timeline to Prepare NorthWestern's Quarterly Report on Form 10-Q for the Quarter Ended September 30, 2002
121 ACP		Document	11/12/2002	Nikode, Gerrard	Karen Smock	Thomas Pollack, Eric Jacobsen	Memos and Certifications to Disclosure Committee and Sub-Committee
122 ACP		Document	11/12/2002	Eric Jacobsen, Kipp Orme	Members of the Disclosure Committee and each Disclosure Sub-Committee		Disclosure Controls and Procedures required by Sarbanes-Oxley Act of 2002
123 AWP		Document	11/13/2002				Draft Form 10-Q for period ended September 30, 2002 [containing PHJW comments]
124 ACP		Document	01/08/2003	Paul, Hastings, Janofsky & Walker LLP	Directors and Executive Officers		Draft Company Questionnaire for Directors and Executive Officers

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
125 ACP		Document	01/08/2003	Paul, Hastings, Janofsky & Walker LLP			Draft Company Questionnaire for Directors and Executive Officers
126 ACP/AWP		Document	12/13/2002	Paul, Hastings, Janofsky & Walker LLP			Draft Closing Certificate of Northwestern Corporation
127 ACP/AWP		Document	12/14/2002	Paul, Hastings, Janofsky & Walker LLP			Draft Disclosure Schedules to Credit Agreement
128 ACP/AWP		Document	12/13/2002	Paul, Hastings, Janofsky & Walker LLP			Draft Secretary's Certificate of Northwestern Corporation
129 ACP		Document	01/24/2003	Eric Jacobson, Alan Dieitch	Northwestern Board of Directors		First Mortgage Bonds
130 ACP/AWP		Document	01/24/2003				Attached Draft of Twenty-Third Supplemental Indenture
131 ACP		Document	01/27/2003	Dennis Lopach	Mike Hanson		Montana PSC Docket No. 2002-12-159, Order No. 6474s - Legality of Conditions and Approaches to Dealing with Subsidiary Finance Issues and other Conditions in Order
132 ACP		Document	08/22/2002	Bayeal, Doug (PH)	Atlantic Richfield Company, Attn: David L. Bell, Esq.	Krapp, Thomas (NOR); Marion, Michael (NOR); Irving, Euclid; Voytek, Michael	Proposed Asset Transfer by Northwestern Energy LLC (fka The Montana Power LLC) to Northwestern Corp. NWE Legal Department Issues, Potential Goals
133 ACP/AWP		Document	07/02/2002	Jacobson, Eric; Young, Michael	Kahn, Marguerite (Paul Hastings)	Patzia, Charles	Financing of Montana Megawatts I
134 ACP/AWP		Document	06/04/2001		Kline, Scott (Paul Hastings)		Draft Transfer Agreement between MPC and NOR containing commitments
135 ACP		Document	06/06/2001		Jacobson, Eric; Hanson, Mike	Young, Michael	Project Updates Through February 2002
136 ACP		Document	03/08/2002	Magle, Scott	Jacobson, Eric; Hanson, Mike	Young, Michael	Project Updates Through May 2002
137 ACP		Document	05/21/2002	Magle, Scott	Jacobson, Eric; Hanson, Mike	Young, Michael	Project Updates Through June 2002
138 ACP		Document	06/05/2002	Magle, Scott	Jacobson, Eric; Hanson, Mike		Memorandum re: Liability Assessment - Milltown Dam Facility
139 ACP		Document	07/24/2002	George, Jerry (Campbell, Strong LLP)	Graves, Lee	williams@elmlc.com; lgraves@elmlc.com	Draft letter to McGrath re: Milltown Dam and Going Flat Transaction
140 ACP/AWP		Document	12/10/2002	Young, Michael	Hanson, Mike; Jacobson, Eric; Lopach, Dennis	williams@elmlc.com; lgraves@elmlc.com	Revised Draft Letter to McGrath
141 ACP		Document	12/11/2002	Young, Michael	Hanson, Mike; Jacobson, Eric; Lopach, Dennis	Whitassal, Kurt	RE: Noon Draft
142 ACP		E-mail and attachments	09/20/2002	Orme, Kipp	Schrum, Roger; Kline, Scott		

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
143	ACP	E-mail and attachment	10/15/2002	Orme, Kipp	Schnum, Roger; Jacobsen, Eric; Kline, Scott C.	Smook, Karen	RE: Exchange Offer Extension Press Release
144	ACP	E-mail and attachment	10/16/2002	Lopach, Dennis	Young, Michael; Knapp, Tom; Corcoran, Patrick R	Schnum, Roger; Hanson, Mike	Montana PSC Letter re Restructuring
145	ACP	E-mail and attachment	10/16/2002	Young, Michael	Lopach, Dennis	Knapp, Tom; Corcoran, Patrick R.; Hanson, Mike; Schnum, Roger	Montana PSC Letter re Restructuring
146	ACP	E-mail and attachment	10/18/2002	Gerrard, Nicole	Schnum, Roger		Going-Flat Press Release Draft
147	ACP	E-mail	10/22/2002	Knapp, Tom	Schnum, Roger		FW: Flat Closing Press Release
	ACP	E-mail and attachments	10/25/2002	Trindle, Kimberly S. (assistant to Michael Voytek)	Jacobsen, Eric; Orme, Kipp; Walsh, Richard P.; Dieffen, Alan; Marion, Michael P.; Lopach, Dennis; Assay, John P. (Pat); Reardon, Pat; Ng, Emilie; Schnum, Roger; donna.header@northwestern.com; Young, Michael; Thompson, Mark; mike.neiman@northwestern.com; Whitesel, Kurt; Noland, Jan; VanCamp, John; Kovash, Keith K; suffatto@crowleylaw.com; jthomson@crowleylaw.com; mdyre@crowleylaw.com; Irving, Euclid A.; Knapp, Tom; Patrizia, Charles; Hong, Jennifer L.; Scharfberg, William P.; Rushon, Lisa K.; Crowe, Christine M.; McCarrick, James; Sachs, Orit; Baiyeal, Douglas R.; Corboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gibau-Heyman, Sharyn; Degrandis, Bill D.; Kline, Scott C.; Gerrard, Nicole; Altorali, John J.; Shmulewitz, Jennifer; Showalter, Patricia	Voytek, Michael; Lewin, Janice E.	FW: Flat Closing Press Release Northwestern/Restructuring of Northwestern Energy attaching Time-Responsibility checklist by Michael Voytek
148	ACP	E-mail	11/04/2002	Orme, Kipp	Lewis, Marie; Hyland, Richard; Jacobsen, Eric; Schnum, Roger; Whitesel, Kurt; Neiman, Michael L; Ng, Emilie; Gioras, Travis		FW: 3rdQ letter from the CFO soliciting comments
149	ACP	E-mail and attachment	11/05/2002	Kline, Scott C.	Schnum, Roger	Zuppone, Michael; Pollock, Thomas R; Tyras, Jonathan C.	Third Quarter 2002 Earnings Release Draft containing comments by Scott Kline
150	ACP	E-mail	11/12/2002	Jacobsen, Eric	Schnum, Roger		RE: Going Flat Draft Release
151	ACP	E-mail	11/12/2002	Orme, Kipp	Orme, Kipp		
152	ACP	E-mail	11/13/2002	Kline, Scott C.	Schnum, Roger		RE: Going flat press release

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	11/15/2002	Gerrard, Nicole	Orme, Kipp	Jacobson, Eric Smook, Karen Dierich, Alan Schrum, Roger Kline, Scott C.	Draft Going Flat Filing
153	ACP	E-mail	11/15/2002	Gerrard, Nicole	Schrum, Roger		RE: Draft Going Flat Filing
154	ACP	E-mail and attachment	11/15/2002	Gerrard, Nicole	Schrum, Roger		FW: FERC Order Approving Application
155	ACP	E-mail and attachment	11/15/2002	Tyras, Jonathan C.	Schrum, Roger		FW: Draft Northwestern 10-Q
156	ACP	E-mail and attachment	11/16/2002	Tyras, Jonathan C.	Smook, Karen Schrum, Roger Lydic, Tammy		FW: Draft Northwestern 10-Q
157	ACP	E-mail	11/16/2002	Knaapp, Tom	Schrum, Roger		RE: FERC Order Approving Application
158	ACP	E-mail	11/16/2002	Knaapp, Tom	Schrum, Roger		RE: FERC Order Approving Application
159	ACP	E-mail and attachment	11/18/2002	Jacobson, Eric	Schrum, Roger Hanson, Mike Orme, Kipp		Flat Release containing Eric Jacobson comments
160	ACP	E-mail	11/18/2002	Jacobson, Eric	Schrum, Roger		FW: Flat Release
161	ACP	E-mail	11/18/2002	Hanson, Mike	Jacobson, Eric Schrum, Roger		RE: Flat Release
162	ACP	E-mail and attachment	11/18/2002	Tyras, Jonathan C.	Schrum, Roger Lydic, Tammy Grise, Deborah Knaapp, Tom	Whitesel, Kurt	FW: Revised 10Q
163	ACP	E-mail and attachment	11/19/2002	Rapkoich, Claudia	Lopach, Dennis Schrum, Roger		RE: Press Release Draft
164	ACP	E-mail and attachment	11/19/2002	Knaapp, Tom	Rapkoich, Claudia Lopach, Dennis Schrum, Roger		Northwestern Corporation completes reorganization
165	ACP	E-mail and attachment	11/20/2002	Lee C. Graves	Schrum, Roger	Young, Michael Todd Williams Lopach, Dennis	FW: Current Draft
166	ACP	E-mail and attachment					

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
167	ACP	E-mail	11/20/2002	Gerrard, Nicole	Schnum, Roger	Harris, Joel Kline, Scott C.	FW: Going Flat
168	ACP	E-mail	11/20/2002	Patrizia, Charles	Kraep, Tom; Pollock, Thomas R.; Irving, Euclid A.; McCamick, James; Sachs, Omit; Voytek, Michael; Gerrard, Nicole; Schnum, Roger	Jacobson, Eric Orme, Kipp Hanson, Mike Monaghan, David A Lopach, Dennis William.greene@leonard.com Stan Kaleczyk (E-mail) Kim Beatty (E-mail) Leo Berry (E-mail) Patrizia, Charles	Re: Going Flat
169						William.greene@leonard.com; stan@dkch.com; kim@bkh.com; leo@bkh.com;	
170	ACP	E-mail	11/20/2002	Gerrard, Nicole	Schnum, Roger	Kline, Scott C.	RE: Going Flat
171	ACP	E-mail and attachment	12/08/2002	Jacobson, Eric	Thomas R. Pollock	Hyland, Richard; Orme, Kipp; Schnum, Roger	PR Release
172	ACP	E-mail and attachment	12/11/2002	Kline, Scott C.	Schnum, Roger; Jacobson, Eric	Pollock, Thomas R.	Draft press release on lowered projections
173	ACP	E-mail and attachments	12/12/2002	Schnum, Roger	Lewis, Marie; Hyland, Richard; Jacobson, Eric; Orme, Kipp; Hanson, Mike (CEO); Charters, John; Newell, Daniel; thomaspollock@paulhastings.com; spolachek@deloitte.com	scotkline@paulhastings.com Fornash, Barbara	Confidential Drafts Fourth Quarter Update Releases Moon-12/12
174	ACP	E-mail	02/06/2003	Pollock, Thomas R.	Schnum, Roger; Drook, Gary; Jacobson, Eric; Orme, Kipp		RE: Final Draft Dividend Release
175	ACP	E-mail and attachment	02/10/2003	Tyras, Jonathan C.	Schnum, Roger; Lydic, Tammy		NOA 8-K filed 02.10.03
176	ACP	E-mail	01/14/2002	Niemann, Michael L	Schwartz, Melissa C.	Orme, Kipp; Jacobson, Eric; Conboy, Kevin; Buss, JoAnn; Whitesel, Kurt; Monaghan, David A;	RE: Schedules

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
177	ACP	E-mail and attachment	03/07/2002	Buus, Joylynn	Orme, Kipp; Jacobsen, Eric; Young, Michael	Whitesel, Kurt	Competition & Business Risks section of MD&A
178	ACP	E-mail and attachment	03/09/2002	Buus, Joylynn	ericdavis@paulhasbings.com	Whitesel, Kurt; Orme, Kipp	FW: Description of NOR Debt
179	ACP	E-mail and attachment	03/09/2002	Orme, Kipp	Nieman, Michael L.; Whitesel, Kurt; Buus, Joylynn	Jacobson, Eric; Schrum, Roger	FW: Northwestern Revised MD&A Section
180	ACP	E-mail and attachments	03/12/2002	Buus, Joylynn	Kline, Scott; Orme, Kipp; Whitesel, Kurt; Nieman, Michael L.; Jacobsen, Eric; Craig Arends		Joylynn's MD&A Edits
181	ACP	E-mail	03/20/2002	Kline, Scott C.	Buus, Joylynn; Hylland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Dave Olson; Dietrich, Alan		RE: Form 10-K Draft
182	ACP	E-mail and attachment	03/21/2002	Buus, Joylynn	Hylland, Richard; Jacobsen, Eric; Orme, Kipp; Young, Michael; Whitesel, Kurt; Kline, Scott; Craig Arends; Dave Olson; Dietrich, Alan		Form 10-K Draft
183	ACP	E-mail and attachment	03/21/2002	Buus, Joylynn	Hylland, Richard; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Young, Michael; Dietrich, Alan; Craig Arends; Dave Olson		FW: NOR 10-K exhibit list
184	ACP	E-mail	03/28/2002	Niander, Jan	Buus, Joylynn; Whitesel, Kurt		RE: NOR 10-K Question discussing PLW comments
185	ACP	E-mail and attachments	04/01/2002	Buus, Joylynn	Orme, Kipp	Dietrich, Alan; Whitesel, Kurt; Young, Michael; Jacobsen, Eric	FW: Northwestern Corporation 10-K-405 Prod Files
186	ACP	E-mail and attachment	05/09/2002	Buus, Joylynn	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Craig Arends; Dawn Dexter; Steve Pedacek		NW 10-Q Draft
187							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
188	ACP	E-mail and attachment	05/08/2002	Jacobsen, Eric	Buss, Joylynn; Orme, Kipp; Nieman, Michael L.; Whitesel, Kurt; Craig Arends; Dawn Dexter; Steve Polacek	Thomas R. Pollock; Scott R. Saks	RE: NW 10-Q Draft
189	ACP	E-mail and attachments	05/09/2002	Jacobsen, Eric	Buss, Joylynn; Orme, Kipp; Whitesel, Kurt		FW: NorthWestern 10-Q Draft
190	ACP	E-mail	05/10/2002	Orme, Kipp	Jacobsen, Eric; Buss, Joylynn; Whitesel, Kurt		RE: PLW 10-Q Review Comments
191	ACP	E-mail and attachment	05/10/2002	Buss, Joylynn	Orme, Kipp; Whitesel, Kurt; Jacobsen, Eric; Steve Polacek; Craig Arends; Dawn Dexter; Steve Kubes; Nieman, Michael L.		Revised 10-Q Draft
192	ACP	E-mail and attachments	05/10/2002	Jacobsen, Eric	Buss, Joylynn; Orme, Kipp; Whitesel, Kurt		FW: NorthWestern 10-Q Draft
193	ACP	E-mail and attachment	05/10/2002	Buss, Joylynn	Whitesel, Kurt; Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Saks, Scott; Craig Arends; Dawn Dexter; Steve Polacek; Steve Kubes		NW 10-Q Draft
194	ACP	E-mail and attachment	05/10/2002	Buss, Joylynn	Orme, Kipp; Jacobsen, Eric; Whitesel, Kurt; Craig Arends; Dawn Dexter; Steve Polacek; Steve Kubes; Nieman, Michael L.		New 10-Q Draft (MT edit) (CF wording change)
195	ACP	E-mail and attachments	05/10/2002	Buss, Joylynn	Steve Kubes; Dawn Dexter; Whitesel, Kurt; Craig Arends		Matrix & Edited Financial Statement Worksheets
196	ACP	E-mail and attachment	05/13/2002	Buss, Joylynn	Steve Polacek; Dawn Dexter; Craig Arends; Steve Kubes; Jacobsen, Eric; Orme, Kipp; Nieman, Michael L.; Whitesel, Kurt; Saks, Scott; Kline, Scott		5/13/02 NorthWestern 10-Q Draft
197	ACP	E-mail and attachment	05/17/2002	Buss, Joylynn	Steve Polacek; Craig Arends; Dawn Dexter; Steve Kubes; Orme, Kipp; Whitesel, Kurt; Kline, Scott; Jacobsen, Eric; Nieman, Michael L.		NW 10-Q Draft
198	ACP	E-mail and attachments	05/17/2002	Jacobsen, Eric	Buss, Joylynn; Monaghan, David A.; Nieman, Michael L.	Orme, Kipp; Whitesel, Kurt	Draft of Montana Power LLC 10-Q containing PLW comments
199	ACP	E-mail and attachment	05/17/2002	Vesco, Elaine A	Monaghan, David A.; Whitesel, Kurt; Nieman, Michael L.; Buss, Joylynn; Kindt, Ernest J.; Holton, Scott; brody.wilson@us.pwcglobal.com; Kline, Scott; Jacobsen, Eric; Senechal, Ellen M.; Corcoran, Patrick R.; Hatfay, John D.; Mills, Roger; Irving, Don	Kane, Debbie M.; Jantunen, Joseph S	Second draft of NorthWestern Energy 10-Q

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
200	ACP	E-mail and attachment	05/17/2002	Jacobsen, Eric	Vesco, Elaine A.; Monaghan, David A	Thomas R. Pollock; Michael Zuppone	RE: Second draft of NorthWestern Energy 10-Q
201	ACP	E-mail	05/24/2002	Hyland, Richard	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt		FW: NorthWestern Corporation Form S-4*
202	ACP	E-mail and attachment	05/29/2002	Orme, Kipp	Nieman, Michael L.; Whitesel, Kurt		FW: Financing plans soliciting comments from Eric Jacobsen
203	ACP	E-mail	06/01/2002	Nieman, Michael L.	Buus, Joylynn	Whitesel, Kurt	FW: FW: Item 701 - RE: SEC Comment #54 reflecting comments by Scott Kline
204	ACP	E-mail and attachments	06/03/2002	Nieman, Michael L.	Olson, David; Dexter, Dawn	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Monaghan, David A.; Buus, Joylynn	Draft pro forma income statements for updated S-4
205	ACP	E-mail and attachment	06/05/2002	Buus, Joylynn	Kline, Scott	Whitesel, Kurt; Norton, Dale; Nieman, Michael L.	Revised MD&A for NorthWestern
206	ACP	E-mail	06/07/2002	Orme, Kipp	Hyland, Richard	Whitesel, Kurt; Jacobsen, Eric	RE: S-4 Status
207	ACP	E-mail and attachment	06/12/2002	Superales, Linda	Nieman, Michael L.; Whitesel, Kurt; Orme, Kipp; Olson, David; Saks, Scott	Buus, Joylynn; Snook, Karen	Financial Statements
208	ACP	E-mail	06/25/2002	Saks, Scott R.	Saks, Scott R.; Whitesel, Kurt; Olson, David	Tyras, Jonathan C.; Horte, Kara L.	RE: NorthWestern Andersen Assurances Letter
209	ACP	E-mail and attachment	07/09/2002	Buus, Joylynn	Tyras, Jonathan C.; Whitesel, Kurt; Nieman, Michael L.; Olson, David; Arends, Craig	Saks, Scott R.; Horte, Kara L.	Open S-4 Items
210	ACP	E-mail	07/17/2002	Saks, Scott R.	Orme, Kipp; Saks, Scott R.; Zuppone, Michael	Pollock, Thomas R.; Kline, Scott C.; Jacobsen, Eric; Whitesel, Kurt; Nieman, Michael L.; Monaghan, David A	RE: NorthWestern Energy LLC Reporting Obligations Memo
211	ACP	E-mail and attachments	07/17/2002	Saks, Scott R.	Jacobsen, Eric; Whitesel, Kurt	Kipp.orne@northwestern.com	NorthWestern Energy LLC
212	ACP	E-mail and attachment	07/31/2002	Schnum, Roger	Lewis, Morte; Hyland, Richard; Jacobsen, Eric; Orme, Kipp; Wyche, Paul; Whitesel, Kurt	Rausch, Dan; msnyder@vnelaw.com	Draft 5 NOR/CNO Release

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
213	ACP	E-mail and attachments	08/07/2002	Jon Tyas	dick.nyland@northwestern.com; barbara.fornash@northwestern.com; eric.jacobsen@northwestern.com; kipp.orne@northwestern.com; kurt.whitesel@northwestern.com; mike.niemann@northwestern.com; david.moraghan@northwestern.com;joylyn.bus@northwestern.com; karen.smook@northwestern.com; spolacek@deloitte.com; dadielson@deloitte.com; j.cotton@deloitte.com; svickman@deloitte.com; choffman@deloitte.com; bhare@deloitte.com; carands@deloitte.com; thomaspollock@paulhastings.com; michaelzuppone@paulhastings.com; williamschwriter@paulhastings.com; jontyas@paulhastings.com; scottseaks@paulhastings.com; charlespatrizia@paulhastings.com; kevinconboy@paulhastings.com		Northwestern S-4
214	ACP	E-mail	08/07/2002	Niemann, Michael L.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt		RE: Northwestern S-4
215	ACP	E-mail	08/07/2002	Orme, Kipp	Niemann, Michael L.; Jacobsen, Eric; Whitesel, Kurt		RE: Northwestern S-4

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
216	ACP	E-mail and attachments	08/08/2002	Tyras, Jonathan C.	dick.lyland@northwestern.com barbara.tornash@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitese@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joeyn.buss@northwestern.com karen.smock@northwestern.com spolacek@deloitte.com danielson@deloitte.com jootton@deloitte.com swickman@deloitte.com choffman@deloitte.com breare thomaspollack@paulhastings.com richard.zuppone@paulhastings.com williamschwimer@paulhastings.com jontyras@paulhastings.com scottseks@paulhastings.com charlespatrizia@paulhastings.com kevinmcduoy@paulhastings.com		Northwestern S-4

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	08/09/2002	Tyras, Jonathan C.	clck.hyland@northwestern.com barbara.torinash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joeyllyn.buss@northwestern.com karen.smook@northwestern.com spolacsek@deloitte.com daciison@deloitte.com jcooton@deloitte.com svickman@deloitte.com chhoffman@deloitte.com bharrs@deloitte.com caerends@deloitte.com thomaspollock@paulhaslings.com michaelszpone@paulhaslings.com williamschwiter@paulhaslings.com jorhyras@paulhaslings.com scotcsaks@paulhaslings.com charlespariza@paulhaslings.com kevinorboy@paulhaslings.com		Northwestern S-4 containing comments from Jon Tyras
217	ACP	E-mail and attachment	08/09/2002	Buss, Joelynn	Craig Arends; Steve Polacsek; mamnueller@deloitte.com Jacobson, Eric; Tyras, Joni Saks, Scott; Kline, Scott	Norton, Dale; Whitesel, Kurt; Orme, Kipp; Neman, Michael L.	NW 10-Q Draft
218	ACP	E-mail and attachment	08/09/2002	Buss, Joelynn	Craig Arends; Steve Polacsek; mamnueller@deloitte.com; jorhyras@paulhaslings.com; scotcsaks@paulhaslings.com; scotkline@paulhaslings.com; Jacobsen, Eric Kdewer@kpmg.com	Whitesel, Kurt; Norton, Dale; Orme, Kipp; Neman, Michael L.	NW 10-Q Draft (Edited)
219	ACP	E-mail and attachments	08/10/2002	Forinash, Barbara	Dietrich, Alan; Whitesel, Kurt; Neman, Michael L.; Yeung, Michael	Lewis, Marie; Hyland, Richard; Jacobson, Eric; Orme, Kipp; thomaspollock@paulhaslings.com; Dewey, Irene; Smook, Karen; bernih@glawfirm.com Randen, Paula	Meetings for NOR 10Q filing
220							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
221	ACP	E-mail and attachments	08/10/2002	Tyras, Jonathan C.	cdc.hylland@northwestern.com barbara.kornas@northwestern.com eric.jacobsen@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.niemann@northwestern.com david.monaghan@northwestern.com joylyn.buss@northwestern.com karen.smoock@northwestern.com spolacek@deloitte.com dnoison@deloitte.com jfootlon@deloitte.com swickman@deloitte.com chroftman@deloitte.com bhara@deloitte.com carends@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwitter@paulhastings.com jortyras@paulhastings.com scottisaks@paulhastings.com charlespatrizia@paulhastings.com kevinconboy@paulhastings.com		Northwestern Form S-4 containing comments from Jon Tyras
222	ACP	E-mail and attachment	08/12/2002	Saks, Scott R.	kipp.orne@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com spolack@deloitte.com dnoison@deloitte.com carends@deloitte.com	Tyras, Jonathan C.	FW: NOR 10Q reflecting Scott Kline's comments Northwestern SEC Response Memo
223							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
224	ACP	E-mail and attachments	08/12/2002	Tyras, Jonathan C.	dck.hyland@northwestern.com barbara.tornash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesei@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joelynn.buss@northwestern.com karen.smook@northwestern.com spolacek@deloitte.com dadson@deloitte.com jcoffon@deloitte.com swickman@deloitte.com chhofman@deloitte.com bhaire@deloitte.com carlends@deloitte.com thomaspollock@paulhastings.com michaelzuppone@paulhastings.com williamschwiter@paulhastings.com jonnyras@paulhastings.com scottsaks@paulhastings.com charlespariza@paulhastings.com kevinconboy@paulhastings.com		
225	ACP	E-mail and attachment	08/12/2002	Forinash, Barbara	thomaspollock@paulhastings.com Smook, Karen	Whitesei, Kurt	Responses to Northwestern 10-Q Due Diligence Checklist(v4)
226	ACP	E-mail and attachment	08/12/2002	Norton, Dale	Kendall G. Kiewer, Whitesei, Kurt		FW: NOR 10Q reflecting comments by Scott Kline
227	ACP	E-mail and attachment	08/13/2002	Smook, Karen	Lewis, Marie; Orme, Kipp; Jacobson, Eric; Whitesei, Kurt; Forinash, Barbara	Pollock, Tom	Responses to NOR 10-Q Due Diligence Checklist(v5)
228	ACP	E-mail	08/13/2002	Pollock, Thomas R.			RE: Responses to NOR 10-Q Due Diligence Checklist(v5)/RE: Responses to NOR 10-Q Due Diligence Checklist(v5)
229	ACP	E-mail and attachments	08/13/2002	Saks, Scott R.	Orme, Kipp; Jacobson, Eric; Whitesei, Kurt; Nieman, Mike; Hoffman, Cliff; Polacek, Steve; Olson, David; Arends, Craig	Lewis, Marie; Orme, Kipp; Jacobson, Eric; Whitesei, Kurt; Forinash, Barbara	Northwestern SEC Response Memo
230	ACP	E-mail	08/13/2002	Polacek, Steven L.	Orme, Kipp; Whitesei, Kurt; Saks, Scott; Tyras, Jon	Hoffman, Cliff	FW: SEC comment letter

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	08/13/2002	Tyras, Jonathan C.	Hyland, Richard; Fornasari, Barbara; Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Monaghan, David; Buus, Joelynn; Smook, Karen; Polacek, Steve; Olson, David; Cotton, J; Vickman, S; Hoffman, Cliff; Hare, B; Pollock, Tom; Zuppone, Michael; Schwitzer, William; Tyras, Jon; Saks, Scott; Pautz, Charles; Conboy, Kevin; Randen, Paula	Scottline@paulhastings.com scott.holton@us.pwglobal.com	Northwestern Form S-4
231	ACP	E-mail and attachments	08/13/2002	Norton, Dale	Kendall G. Kiewer	Whitesel, Kurt	FW: Northwestern Form S-4 reflecting comments from Scott Kline
232	ACP	E-mail and attachments	08/14/2002	Norton, Dale	Orme, Kipp; Jacobsen, Eric; Kiewer, Kendall; Kline, Scott; Saks, Scott; Arends, Craig; Polacek, Steven	Whitesel, Kurt	FW: Northwestern Corporation 10-Q Proof Files
233	ACP	E-mail and attachments	08/14/2002	Tyras, Jonathan C.	Kurt Whitesel; Nieman, Michael; Kline, Scott; Norton, Dale; NYCoust@meritcorp.com	Robert Lawrence	Northwestern Corporation 10-Q Proof Files
234	ACP	E-mail and attachments	08/14/2002	Orme, Kipp	Whitesel, Kurt; Nieman, Michael L.; Newell, Daniel		FW: Memorandum re. Class B Common Stock of Blue Dot Services Inc. and Expatriates, Inc.
235	ACP	E-mail and attachments	08/15/2002				Northwestern S-4 draft containing PHJW comments
236	ACP/AWP	Attachment	08/15/2002				
237	ACP	E-mail and attachments	08/15/2002	Gerrard, Nicole	Kundt, Ernie; Orme, Kipp; Whitesel, Kurt	Smook, Karen; Randen, Paula	Documents for signature
238	ACP	E-mail	08/15/2002	Gjoraa, Travis	Nieman, Michael L.; Tyras, Jon; Saks, Scott; Arends, Craig	Orme, Kipp; Whitesel, Kurt	Open items on S-4 and Comment Letter from 8/15/02 Call
239	ACP	E-mail	08/16/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Whitesel, Kurt; Gjoraa, Travis; Smook, Karen; Randen, Paula; Pollock, Thomas; Schwitzer, William; Saks, Scott; Kline, Scott; Zuppone, Michael; Arends, Craig; Polacek, Steve; Olson, David; Hoffman, Cliff		Northwestern S-4 draft
240	ACP	E-mail and attachments	08/16/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Whitesel, Kurt; Gjoraa, Travis; Smook, Karen; Randen, Paula; Pollock, Thomas; Schwitzer, William; Saks, Scott; Kline, Scott; Zuppone, Michael; Arends, Craig; Polacek, Steve; Olson, David; Hoffman, Cliff		Revised drafts of Northwestern S-4 (clean and marked up versions)

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
241	ACP	E-mail and attachments	08/16/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Whitesel, Kurt; Gioras, Travis; Smook, Karen; Randen, Paula; Pollock, Thomas; Schwiter, William; Saks, Scott; Kline, Scott; Zuppone, Michael; Arends, Craig; Polack, Steve; Olson, David; Hoffman, Cliff		Revised drafts of Northwestern S-4 (clean and marked up versions)
242	ACP	E-mail and attachments	08/16/2002	Tyras, Jonathan C.	Whitesel, Kurt		FW: Files for S-4 Update
243	ACP	E-mail	08/16/2002	Orme, Kipp	Hoffman, Cliff	Whitesel, Kurt; Tyras, Jon; Polack, Steven L.	RE: Being responsive to sec comment 9
244	ACP	E-mail	08/16/2002	Orme, Kipp	Whitesel, Kurt		FW: Being responsive to sec comment 9 reflecting e-mails sent to Jon Tyras
245	ACP	E-mail and attachments	08/23/2002	Krapp, Tom	Assy, John P (Pat); Dietrich, Alan; Jacobsen, Eric; Kovash, Keith K; Lopach, Dennis; Marlon, Michael P.; Nieman, Michael L.; Noland, Jan; Orme, Kipp; Reardon, Pat; VanCamp, John; Walsh, Richard P.; Whitesel, Kurt; Young, Michael	Hanson, Mike	Time and Responsibility Checklist for Going Flat Closing
246	ACP	E-mail and attachments	08/29/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Polack, Steve; Olson, David; Hoffman, Cliff; Arends, Craig; Pollock, Thomas; Zuppone, Michael; Schwiter, William; Tyras, Jon; Saks, Scott; Kline, Scott		Northwestern S-4 Draft
247	ACP	E-mail and attachments	08/30/2002	Tyras, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Polack, Steve; Olson, David; Hoffman, Cliff; Arends, Craig; Pollock, Thomas; Zuppone, Michael; Schwiter, William; Tyras, Jon; Saks, Scott; Kline, Scott		Revised drafts of Northwestern response letter and various amendments to form S-4
248	ACP	E-mail and attachment	08/30/2002	Orme, Kipp	Jacobsen, Eric; Orme, Kipp; Nieman, Michael; Polack, Steve; Olson, David; Hoffman, Cliff; Arends, Craig; Pollock, Thomas; Zuppone, Michael; Schwiter, William; Tyras, Jon; Saks, Scott; Kline, Scott		Revised drafts of Northwestern response letter
249	ACP	E-mail and attachment	09/03/2002	Randen, Paula	Whitesel, Kurt		FW: NOR financial statements reflecting comments from Jon Tyras
250	ACP	E-mail	09/06/2002	Orme, Kipp	Tyras, Jonathan C.	Whitesel, Kurt; Nieman, Michael L.; Jacobsen, Eric	RE: Northwestern S-4 - Amendment No. 3

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
251	ACP	E-mail and attachment	09/09/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR Form 10-K/A draft
252	ACP	E-mail	09/09/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR 10-K/A draft
253	ACP	E-mail and attachment	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NOR June 30, 2002 Form 10-Q/A
254	ACP	E-mail and attachment	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.		NorthWestern June 30, 2002 Form 10-Q/A
255	ACP	E-mail and attachments	09/10/2002	Tyras, Jonathan C.	Hoffman, Cliff; Pollock, Steve; Arends, Craig	Orme, Kipp; Whitesel, Kurt	Amended Form 10-K and Forms 10-Q
256	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott; Kline, Scott		NorthWestern March 31, 2002 Form 10-Q/A
257	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott; Kline, Scott		NOR March 31, 2002 Form 10-Q/A
258	ACP	E-mail	09/09/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott; Kline, Scott		NOR 10-K/A circle up
259	ACP	E-mail	09/10/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwitler, William; Zuppone, Michael; Saks, Scott; Kline, Scott		NOR Form 10-K/A
260	ACP	E-mail and attachments	09/10/2002	Orme, Kipp	Tyras, Jonathan C.	Monaghan, David A.; Whitesel, Kurt	FW: Montana acquisition purchase price allocation

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
261	ACP	E-mail and attachments	09/10/2002	Arends, Craig	Whitesel, Kurt; Tyas, Jonathan C.; Orme, Kipp	Hoffman, Cliff; Polacek, Steven L.	RE: March 31, 2002 financial statements NOR December 31, 2001 Form 10-K/A
262	ACP	E-mail and attachments	09/14/2002	Arends, Craig	Olson, David A. (US - Minneapolis)	kurt.whitesel@northwestern.com	FW: NOR December 31, 2001 Form 10-K/A reflecting comments from Jon Tyas (redacted) Form 10-Q/A for March 31, 2002
263	ACP	E-mail and attachments	09/16/2002	Tyas, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Michael L.; Whitesel, Kurt; Pollock, Thomas; Schwiter, William; Zuppone, Michael; Saks, Scott; Kline, Scott; Arends, Craig; Polacek, Steven; Hoffman, Cliff	Hoffman, Cliff; Polacek, Steve; Arends, Craig	Form 10-Q/A for March 31, 2002
264	ACP	E-mail	09/18/2002	Polacek, Steven L.	Whitesel, Kurt; Hoffman, Cliff	Hare, Brett Arends, Craig	RE: Form 10-Q/A for March 31, 2002
265	ACP	E-mail	09/18/2002	Tyas, Jonathan C.	Jacobsen, Eric; Orme, Kipp; Whitesel, Kurt; Nieman, Mike; Hoffman, Cliff; Polacek, Steven; Arends, Craig	Pollock, Thomas R.; Patricia, Charles A.; Schwiter, William F.; Zuppone, Michael; Saks, Scott R.; Kline, Scott C.; Pellegrino, Jeffrey	Exchange Offer
266	ACP	E-mail	09/18/2002	Arends, Craig	Whitesel, Kurt		RE: Form 10-Q/A for March 31, 2002 Form 10-Q/A for March 31, 2002
267	ACP	E-mail and attachments	09/19/2002	Tyas, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwiter, William; Zuppone, Michael; Saks, Scott; Kline, Scott C.; Hoffman, Cliff; Polacek, Steven; Arends, Craig		
268	ACP	E-mail and attachments	09/19/2002	Tyas, Jonathan C.	Orme, Kipp; Jacobsen, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schwiter, William; Zuppone, Michael; Saks, Scott; Kline, Scott C.; Hoffman, Cliff; Polacek, Steven; Arends, Craig	Smook, Karen	NOR December 31, 2001 Form 10-K/A
269							
270	ACP	E-mail	09/19/2002	Tyas, Jonathan C.	Whitesel, Kurt	Orme, Kipp; Arends, Craig; Smook, Karen; Zuppone, Michael	CornerStone language

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
271	ACP	E-mail and attachment	09/19/2002	Tyras, Jonathan C.	Orme, Kipp; Jacobson, Eric; Nieman, Mike; Whitesel, Kurt; Pollock, Thomas; Schmitter, William; Zuppone, Michael; Saks, Scott; Kline, Scott C.; Hoffman, Cliff; Polacek, Steven; Arends, Craig	Smook, Karen; Randen, Paula	Form 10-Q/A for June 30, 2002
272	ACP	E-mail and attachment	09/19/2002	Schrum, Roger	Lewis, Marie; Hyland, Richard; Orme, Kipp; Jacobson, Eric	Wyche, Paul; Whitesel, Kurt; Kline, Scott; Ng, Emilie	Re Audit News Release Draft
273	ACP	E-mail and attachments	09/19/2002	Orme, Kipp	Dewey, Irene	Lewis, Marie; Jacobson, Eric; Hyland, Richard; Whitesel, Kurt; Pollock, Thomas R.	Audit Committee Material
274	ACP	E-mail	09/19/2002	Tyras, Jonathan C.	kipp.orme@northwestern.com kurt.whitesel@northwestern.com spolacek@deloitte.com carends@deloitte.com	Kline, Scott C. mike.nieman@northwestern.com	10-K/A and 10-Q/As
275	ACP	E-mail	09/19/2002	Kline, Scott C.	Zuppone, Michael Kurt Whitesel (E-mail) Kipp, Orme (E-mail) carends@deloitte.com Zuppone, Michael Whitesel, Kurt Orme, Kipp carends@deloitte.com	Tyras, Jonathan C. Tyras, Jonathan C.	NOI re-audit Form 8-K Item 5
276	ACP	E-mail and attachment	09/20/2002	Tyras, Jonathan C.	carends@deloitte.com choffman@deloitte.com spolacek@deloitte.com	kurt.whitesel@northwestern.com kipp.orme@northwestern.com paula.randen@northwestern.com karen.smook@northwestern.com	Peaudit financial statements
277	ACP	E-mail	09/20/2002	Orme, Kipp	Kline, Scott C. Zuppone, Michael Whitesel, Kurt carends@deloitte.com	Tyras, Jonathan C. Jacobson, Eric	RE: NOI re-audit Form 8-K Item 5
278	ACP	E-mail	09/20/2002	Arends, Craig	kurt.whitesel@northwestern.com	john.tyras@paulhasings.com kipp.orme@northwestern.com Hurnbie, Graham (AU - Perth) Hoffman, Cliff (US - Minneapolis) Polacek, Steven L. (US - Minneapolis) Hare, Brett (US - Minneapolis)	filings
279	ACP	E-mail and attachment	09/20/2002	Schrum, Roger	scottkline@paulhasings.com	Orme, Kipp Whitesel, Kurt	Noon Draft

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
280	ACP	E-mail and attachment	09/24/2002	Oen, Teri L.	chris.forness@northwestern.com kurt.whitesel@northwestern.com	Moresco, Scott E. Labenz, Richard J. Andreasen, Tim J.	Tax Opinion for Acquisition Costs related to Montana Power
281	ACP	E-mail and attachments	09/26/2002	Tyras, Jonathan C.	eric.jacobsen@northwestern.com kipp.orne@northwestern.com mike.niemann@northwestern.com kurt.whitesel@northwestern.com emilie.ng@northwestern.com travis.gloras@northwestern.com paula.randen@northwestern.com karen.smook@northwestern.com	Pollock, Thomas R. Schwitzer, William F. Zupporo, Michael Saks, Scott R. Kane, Scott C. Opich, Joseph P. Patrizia, Charles A. clhoffman@deloitte.com spolacek@deloitte.com carends@deloitte.com blhare@deloitte.com scott.holton@us.pwcglobal.com	NorthWestern prospectus supplement
282							
283	ACP	E-mail and attachment	09/27/2002	Shoosmith, Thomas M.	kurt.whitesel@northwestern.com	Gerrard, Nicole	FW: NOR Memo
284	ACP	E-mail and attachment	10/01/2002	Gerrard, Nicole	Whitesel, Kurt	Zupporo, Michael Shoosmith, Thomas M. Pollock, Thomas R.	RE: Memo Re Section 302 Certification
285	ACP	E-mail and attachment	10/02/2002	Gerrard, Nicole	kurt.whitesel@northwestern.com	Zupporo, Michael Shoosmith, Thomas M. Pollock, Thomas R.	Timeline for Compliance with Sarbanes-Oxley
286	ACP	E-mail and attachments	10/09/2002	Hong, Jennifer L.	Whitesel, Kurt Dierich, Alan Tom Knapp Michael P. Marston Moneghian David Lopach, Dennis Young, Michael	Patrizia, Charles A. Gerrard, Nicole Kane, Scott C. Sachs, Omi McCarthy, James Voytek, Michael Irving, Euclid A.	FERC Application for Assumption of MPC Debt
287	ACP	E-mail and attachments	10/10/2002	Knapp, Tom	Whitesel, Kurt	Niemann, Michael L. jenniflhong@nauhaastings.com	FW: FERC Application for Assumption of MPC Debt
288	ACP	E-mail	10/10/2002	Knapp, Tom	Niemann, Michael L.	Whitesel, Kurt	FW: FERC Application for Assumption of MPC Debt

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
289	ACP	E-mail and attachments	10/18/2002	Hong, Jennifer L.	Staudinger, Gary V Knapp, Tom Marion, Michael P Lopach, Dennis Corcoran, Patrick H Whitesel, Kurt Dierick, Alan Monaghan David (E-mail) Young, Michael	Patrizia, Charles A. Gerard, Nicole Kline, Scott C. Sachs, Orin McCartick, James Voytek, Michael Iving, Euclid A.	Revised FERPC Securities Application
290	ACP	E-mail and attachments	10/18/2002	Tribble, Kimberly (Kim) S.	eric.jacobson@northwestern.com kipp.ome@northwestern.com nick.walsh@northwestern.com alan.dierick@northwestern.com mike.marion@northwestern.com dennis.lokach@northwestern.com pat.asay@northwestern.com pat.reardon@northwestern.com emilie.ng@northwestern.com roger.schnur@northwestern.com donna.header@northwestern.com michael.young@northwestern.com mark.thompson@northwestern.com michael.neiman@northwestern.com kurt.whitesel@northwestern.com jan.nolander@northwestern.com john.varcamp@northwestern.com keith.kovash@northwestern.com suffratto@crowleylaw.com lthompson@crowleylaw.com mdyre@crowleylaw.com	Iving, Euclid A. tom.knapp@northwestern.com Voytek, Michael	Going Flat Time and Responsibility Checklist

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
291	ACP	E-mail and attachments	10/25/2002	Tribble, Kimberly	eric.jacobson@northwestern.com kipp.ornae@northwestern.com rick.walsh@northwestern.com alan.dielrich@northwestern.com michael.marion@northwestern.com dennis.lopach@northwestern.com pat.asay@northwestern.com pat.reardon@northwestern.com emilie.ng@northwestern.com roger.schrum@northwestern.com donna.hedder@northwestern.com michael.young@northwestern.com mark.thompson@northwestern.com mike.netman@northwestern.com kurt.whitesel@northwestern.com ian.nolander@northwestern.com john.varcamp@northwestern.com keith.kovash@northwestern.com snuffatto@crowleylaw.com thompson@crowleylaw.com mdyre@crowleylaw.com loring, Eucld A. tom.knapp@northwestern.com Patinza, Charles A. Hong, Jennifer L. Scharfenberg, William P. Rushon, Lisa K. Crowe, Christine M. McCarrick, James Sachs, Onir Balyeat, Douglas R. Conboy, Kevin Schwartz, Melissa C. Coddon, Eve Gibau-Heyman, Sharyn DeGrandis, Bill D. Kline, Scott C. Gerrard, Nicole Altorrell, John J. Whitesel, Kurt Coleman, Patrick	Voytek, Michael Levin, Janice E.	Northwestern/Restructuring of Northwestern Energy
292	ACP	E-mail and attachments	10/25/2002	Dielrich, Alan			Disclosure Policy

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
233	ACP	E-mail and attachment	11/04/2002	Nieman, Michael L	Fortnash, Barbara Lewis, Merle Hyland, Richard john.charters@expanets.com Hanson, Mike (CEO) Newell, Daniel Jacobsen, Eric Orma, Kipp VanCamp, John Whitesel, Kurt Fresta, Rick Moraghan, David A Kennedy, Rob Schrum, Roger Gjoraa, Travis Ng, Emilie	Dewey, Irene tonya.price@expanets.com Bohrer, Corinne Wilson, Nicole Smoock, Karen Bohrer, Kelly Randan, Paula Larkin, Emily Janke, Brenna	September 2002 Management Report Draft

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
294	ACP	E-mail and attachment	11/04/2002	Showalter, Patricia	Eric R. Jacobsen (E-mail) Kipp D. Orme (E-mail) Richard P. Walsh (E-mail) Alan D. Dietrich (E-mail) Michael P. Marston (E-mail) Dennis Lopach (E-mail) Pat Assey (E-mail) Pat Pearson (E-mail) Emilie NG (E-mail) Roger Schrum (E-mail) Donna Header (E-mail) Michael Young (E-mail) Mark Thompson (E-mail) Mike Neilman (E-mail) Kurt Whitesel (E-mail) Jan Noland (E-mail) John Van Camp (E-mail) Keith Kovash (E-mail) Steve Ruffatto (E-mail) Leslie Thomson (E-mail) Mary Dyre (E-mail) Irving, Euclid A. Thomas Knapp (E-mail) Patricia, Charles A. Hong, Jennifer L. Scherfenberg, William P. Rushon, Lisa K. Crowe, Christine M. McCarrick, James Sachs, Omit Baiyeat, Douglas R. Conboy, Kevin Schwartz, Melissa C. Coddon, Eve Gibau-Heyman, Shayn DeGrandis, Bill D. Kline, Scott C. Gerard, Nicole Albrecht, John J.	Voytek, Michael Levin, Janice E.	

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
295	ACP	E-mail	11/07/2002	Schrum, Roger	Lewis, Merle Hyland, Richard Jacobson, Eric Schrum, Roger Whitesel, Kurt Nieman, Michael L Ng, Ernile Glorias, Travis	Lydic, Tammy Fornash, Barbara scottkline@paulhastings.com jontyras@paulhastings.com	10 p.m. Draft Third Quarter Results FW: 3rdQ letter from the CFO
296	ACP	E-mail	11/07/2002	Giese, Deborah	Donovan, Kristine Roark, Teri Kadzman, Curt Waltman, Kristi Vesco, Elaine A	Whitesel, Kurt Jacobson, Eric Orme, Kipp Kiewer, Kendall Fresia, Rick Kennedy, Rob Macraghan, David A Nieman, Michael L jontyras@paulhastings.com thomaspollak@paulhastings.com	10Q draft
297	ACP	E-mail	11/08/2002	Gerrard, Nicole	Kurt whitesel@northwestern.com	eric.jacobson@northwestern.com Pollack, Thomas R.	NOIR - Memos to Disclosure Committee and Sub-Committees re 10-Q
298	ACP	E-mail	11/09/2002	Orme, Kipp	Bruce Smith Gary Drook Hyland, Richard Jerry Johnson Larry Ness Lewis, Merle Marjyn Seymann Randy Darcy	Jacobson, Eric Smook, Karen Candy Boub Diane Ditcher Irene Felner Peg Richter Suzette Buron Fornash, Barbara Dewey, Irene Whitesel, Kurt	9/30/02 10Q Sarbanes-Oxley Compliance
299							

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
300	ACP	E-mail and attachment	11/09/2002	Jacobsen, Eric	Whitesel, Kurt Dietrich, Alan Hanson, Mike (CEO) Morgan, David A Young, Michael Charters, John Fresia, Rick Atkinson, Tim Newell, Daniel Kennedy, Rob Snider, Mark Devore, Michael	Orme, Kipp	FW: Disclosure Comm & Sarbanes Oxley
301	ACP	E-mail	11/09/2002	Griese, Deborah	Randen, Paula	Whitesel, Kurt	FW: Riddas for 10-Q draft reflecting comments from Jon Tyas
302	ACP	E-mail	11/09/2002	Griese, Deborah	Randen, Paula	Whitesel, Kurt	FW: Final order for 10-Q draft reflecting comments from Jon Tyas
302	ACP	E-mail and attachments	11/11/2002	Showalter, Patricia	Eric R. Jacobsen; Kipp D. Orme; Richard P. Walsen; Alan D. Dietrich; Michael P. Manion; Dennis Lopach; Pat Assy; Pat Reardon; Emile NG; Roger Schmitt; Donna Header; Michael Young; Mark Thompson; Mike Neiman; Kurt Whitesel; Jan Noland; John Van Camp; Keith Kovash; Steve Ruffalo; Leslie Thomson; Mary Dyer; Irving, Euclid A.; Thomas Knapp; Patricia, Charles A.; Hong, Jennifer L.; Scharfenberg, William P.; Ruston, Lisa K.; Crowe, Christine M.; McCarrick, James; Sachs, Orrin; Baiyeal, Douglas R.; Conboy, Kevin; Schwartz, Melissa C.; Coddon, Eve; Gibau-Heyman, Sharyn; DeGrandis, Bill D.; Kline, Scott C.; Gerrard, Nicole; Altovrell, John J.; Shmulewitz, Jennifer	Voytek, Michael Levin, Janice E.	Revised Time and Responsibility Checklist
303	ACP	E-mail	11/11/2002	Tyras, Jonathan C.	Paula Randen Deb Griese kurt.whitesel@northwestern.com	Kline, Scott C.	FW: 10-Q
304	ACP	E-mail and attachment	11/11/2002	Tyras, Jonathan C.	Paula Randan Deb Griese kurt.whitesel@northwestern.com	Kline, Scott C.	FW: 10-Q - second set of comments
305	ACP	E-mail and attachment	11/11/2002	Tyras, Jonathan C.	Paula Randan Deb Griese kurt.whitesel@northwestern.com	Kline, Scott C.	FW: 10-Q - second set of comments

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
	ACP	E-mail and attachments	11/17/2002	Nieman, Michael L.	Orme, Kipp Whitesel, Kurt Ng, Emilie kevincoiboy@paulhastings.com	Jacobsen, Eric	CSFB - Q3 compliance draft
306	ACP	E-mail and attachments	11/17/2002	Smook, Karen	Jacobsen, Eric Orme, Kipp Whitesel, Kurt Dietrich, Alan	Randen, Paula Bohrer, Kelly	Memos and Certifications to Disclosure Committee and Sub-Co
307	ACP	E-mail and attachments	11/17/2002	Kline, Scott C.	kurt.whitesel@northwestern.com	Tyras, Jonathan C. Paula Randen Deb Giese	FW: NOR Third Quarter 10Q draft
308	ACP	E-mail	11/13/2002	Orme, Kipp	Whitesel, Kurt		FW: NOR Third Quarter 10Q draft reflecting comments by Eric Jacobsen
309	ACP	E-mail and attachments	11/13/2002	Young, Michael	Hanson, Mike (CEO) Moraighan, David A	Whitesel, Kurt	Energy Subcommittee Revisions to Volume 3 of 10-Q
310	ACP	E-mail and attachments	11/13/2002	Hanson, Mike (CEO)	Whitesel, Kurt Young, Michael		RE: NOR Third Quarter 10Q draft
311	ACP	E-mail and attachments	11/13/2002	Smook, Karen	Jacobsen, Eric Orme, Kipp Whitesel, Kurt Dietrich, Alan	Randen, Paula Bohrer, Kelly	V3-Memos and Certifications to Disclosure Committee and Sub-Committees
312	ACP	E-mail and attachments	11/13/2002	Young, Michael	Jacobsen, Eric Whitesel, Kurt Orme, Kipp	Hanson, Mike (CEO) Moraighan, David A	Energy Subcommittee Comments
313	ACP	E-mail	11/13/2002	Tyras, Jonathan C.	Deborah Giese (E-mail) kurt.whitesel@northwestern.com	Kline, Scott C.	10-Q - additional comments
314	ACP	E-mail and attachments	11/13/2002	Young, Michael	Jacobsen, Eric Orme, Kipp Whitesel, Kurt thomaspollack@paulhastings.com scottkline@paulhastings.com	Hanson, Mike (CEO) Moraighan, David A	Energy Subcommittee Revisions to NOR 10-Q
315	ACP	E-mail and attachments	11/13/2002	Young, Michael	Jacobsen, Eric Orme, Kipp Whitesel, Kurt	Hanson, Mike (CEO) Moraighan, David A thomaspollack@paulhastings.com scottkline@paulhastings.com	Energy Subcommittee - Unredacted Power Supply Contracts
316	ACP	E-mail and attachments	11/14/2002	Giese, Deborah	Whitesel, Kurt Randen, Paula		FW: Riders for 10-Q markup reflecting comments from Tom Krapp
317	ACP	E-mail and attachments	11/14/2002	Randen, Paula	Whitesel, Kurt Giese, Deborah Kilewer, Kendall Jon Tyras@paulhastings.com scott.klein@paulhastings.com		10Q v6 redline & clean
318							

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
319	ACP	E-mail and attachments	11/18/2002	McCartick, James	Thomas Knapp (E-mail) Michael Hanson (E-mail) Michael Nieman (E-mail) Kurt Whitesel (E-mail)	Irving, Euclid A. Sachs, Omri Voytek, Michael Kipp Orme (E-mail)	Redraft of Hanson letter
320	ACP	E-mail and attachments	11/19/2002	Tyras, Jonathan C.	kipp.orne@northwestern.com	karen.smook@northwestern.com kurt.whitesel@northwestern.com	Northwestern 10-Q/A
321	ACP	E-mail and attachments	11/26/2002	Dierich, Alan	Whitesel, Kurt scotkline@paulhastings.com	Nieman, Michael L.	FW: S-3 and FERC Authority
322	ACP	E-mail	12/05/2002	Dierich, Alan	Vegliante, Peggie	Orme, Kipp Whitesel, Kurt	RE: Bank Financing for Expanses: Legal Due Diligence Items
323	ACP	E-mail and attachments	12/05/2002	Nieman, Michael L.	Nieman, Michael L. Lewis, Merle Hyland, Richard Fornash, Barbara Orme, Kipp Jacobsen, Eric Newell, Daniel VanCamp, John Charters, John Hanson, Mike (CEO)	Gjoraas, Travis Whitesel, Kurt	RE: Revised NOR Financial Model Scenarios
324	ACP	E-mail	12/09/2002	Jacobsen, Eric	Whitesel, Kurt		RE: Follow-up on Atlas Findings
325	AWP	E-mail	12/09/2002	Lewis, Merle	Whitesel, Kurt		RE: Follow-up on Atlas Findings reflecting e-mail that was sent to Eric Jacobsen soliciting legal advice
326	ACP	E-mail and attachments	12/19/2002	Nieman, Michael L.	kevinconboy@paulhastings.com melissaschwartz@paulhastings.com	Orme, Kipp Whitesel, Kurt Kilweier, Kendall Ng, Emilie Jacobsen, Eric	FW: 10K-A and 3Q 10-QA
327	ACP	E-mail	01/16/2003	Pollock, Thomas R.	kurt.whitesel@northwestern.com	Irving, Euclid A.	FW: Flyish Documents
328	ACP	E-mail	01/16/2003	Pollock, Thomas R.	Irving, Euclid A.	Kahn, Marguerite R.	RE: Flyish Documents
329	ACP	E-mail	01/17/2003	Irving, Euclid A.	kurt.whitesel@northwestern.com	Kahn, Marguerite R.	RE: Flyish Documents
330	ACP	E-mail	01/17/2003	Irving, Euclid A.	Whitesel, Kurt Pollock, Thomas R.	Kahn, Marguerite R.	RE: Flyish Documents
331	ACP	E-mail and attachment	01/20/2003	Barnden, Paula	Tyras, Jonathan C.		10-K
332	ACP	E-mail and attachments	01/21/2003	Irving, Euclid A.	Whitesel, Kurt		RE: Flyish Documents

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
333	ACP	E-mail	01/22/2003	Pollock, Thomas R.	Whitesel, Kurt	Kahn, Marguerite R. Irving, Euclid A.	RE: Flyfish Documents
334	ACP	E-mail	01/22/2003	Irving, Euclid A.	Whitesel, Kurt Pollock, Thomas R.	Kahn, Marguerite R.	RE: Flyfish Documents
335	ACP	E-mail and attachment	01/24/2003	Coleman, Patrick	Whitesel, Kurt		FW: Letter Of Intent
336	ACP	E-mail and attachment	01/24/2003	Orme, Kipp	Whitesel, Kurt Nieman, Michael L.		FW: NORTHWESTERN - CSFB CREDIT FACILITY
337	ACP	E-mail and attachment	01/24/2003	Coleman, Patrick	Whitesel, Kurt	Trandem, Greg	FW: Letter Of Intent
338	ACP	E-mail	01/29/2003	D'Souza, Houston P (BearingPoint)	Whitesel, Kurt Whitesel, Kurt		RE: Draft Valuation Report - MPLLC
339	ACP	E-mail	01/29/2003	Orme, Kipp	Whitesel, Kurt	Kraupp, Tom	RE: Draft Valuation Report - MPLLC
340	ACP	E-mail	01/29/2003	Kraupp, Tom	Whitesel, Kurt		RE: Draft Valuation Report - MPLLC
341	ACP	E-mail	01/29/2003	D'Souza, Houston P (BearingPoint)	Whitesel, Kurt	david.monaghan@northwestern.com kipp.orme@northwestern.com Mansur, Robert J (BearingPoint) Yaragadda, Chakradhar (BearingPoint)	Draft Valuation Report - SD Assets
342	ACP	E-mail	01/30/2003	Kraupp, Tom	Orme, Kipp Whitesel, Kurt		FW: Final Valuation Reports - Northwestern Corporation Assets
343	ACP	E-mail and attachments	01/31/2003	Tyras, Jonathan C.	kurt.whitesel@northwestern.com	Kane, Scott C. Pollock, Thomas R.	Revised draft of 10-K
344	ACP	E-mail and attachments	01/31/2003	Dietrich, Alan	jerry@do.gov jess@insidakota.com Cliff Hoffman (E-mail) Steven Polacek (E-mail) jpsmith@hamilton.net	benmb@gilafirm.com Orme, Kipp Rood, Becky Jacobsen, Eric Drook, Gary Whitesel, Kurt thomaspollock@paulhastings.com	Revised Audit Committee Charter
345	ACP	E-mail and attachment	02/10/2003	Dietrich, Alan	Whitesel, Kurt		RE: ESOP Collateral

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachment	02/11/2003	Lail, Crystal	Rosark, Teri Clark, Lonnie Monaghan, David A scottkline@paulhastings.com Forns, Chris	Griesse, Deborah Kliwer, Kendall Nieman, Michael L Jacobsen, Eric Orme, Kipp Fresia, Rick Kennedy, Rob Whitesel, Kurt	
346	ACP	E-mail and attachments	02/14/2003	Tyras, Jonathan C.	deborah.griesse@northwestern.com	Kline, Scott C. Pollock, Thomas R. eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitesel@northwestern.com paula.randen@northwestern.com karen.smook@northwestern.com mike.nieman@northwestern.com	Markup to latest draft of 10-K
347	ACP	E-mail and attachments	02/26/2003	Griesse, Deborah	Whitesel, Kurt Clark, Lonnie Rosark, Teri Wallman, Kristi Vesco, Elaine A	Orme, Kipp; Kennedy, Rob; Fresia, Rick; Kliwer, Kendall; Lail, Crystal; Foss, Steve; jontyras@paulhastings.com; subumbert@deloitte.com; Monaghan, David A; Schum, Roger; Lydc, Tammy	FW: Clean and Redlined Revised Form 10-K - version 4 - 022503 w/o passwords
348	ACP	E-mail and attachments	02/26/2003	Smook, Karen	Whitesel, Kurt Monaghan, David A Hanson, Mike (CEO) Orme, Kipp	Bohrer, Corinne	FW: FCC Billing and Going Flat Project
349	ACP	E-mail and attachment	01/23/2002	Whitesel, Kurt	tpatrick@kipp.com		FW: Expanses Reconsolidation Memo- Draft
350	ACP	E-mail and attachment	02/09/2002	Whitesel, Kurt	craig.r.anders@us.andersen.com		RE: NOR effective date for MPC acquisition
351	ACP	E-mail and attachment	03/27/2002	Whitesel, Kurt	craig.r.anders@us.andersen.com		RE: NOR 10-K Question
352	ACP	E-mail	05/13/2002	Whitesel, Kurt	Gentry, Tim		Draft of Accounting Position
353	ACP	E-mail	05/17/2002	Whitesel, Kurt	Monaghan, David A		FW: LLC 10Q
354	ACP	E-mail	05/20/2002	Whitesel, Kurt	Nieman, Michael L		RE: Northwestern Energy LLC Form 10-Q - 5/19/02 draft
355	ACP	E-mail	05/20/2002	Whitesel, Kurt	Kline, Scott C.		RE: Monday Conference call regarding Northwestern Energy 10-Q
356	ACP	E-mail	05/20/2002	Whitesel, Kurt	Kline, Scott C.		RE: Monday Conference call regarding Northwestern Energy 10-Q

<u>Document No.</u>	<u>Privilege Type</u>	<u>Document Type</u>	<u>Date</u>	<u>Author</u>	<u>Recipient</u>	<u>CC</u>	<u>Subject</u>
357	ACP	E-mail and attachments	05/20/2002	Whitesel, Kurt	Nieman, Michael L. Monaghan, David A. Buss, Joylynn	Jacobsen, Eric Buss, Joylynn Nieman, Michael L. Orme, Kipp	FW: Monday Conference call regarding Northwestern Energy 10-Q
358	ACP	E-mail	05/25/2002	Whitesel, Kurt	Hyland, Richard Jacobsen, Eric Orme, Kipp	scottline@paulhastings.com	RE: Northwestern Corporation Form S-4
359	ACP	E-mail	05/25/2002	Whitesel, Kurt	Whitesel, Kurt	Orme, Kipp	FW: Northwestern Corporation Form S-4
360	ACP	E-mail	05/25/2002	Whitesel, Kurt	Nieman, Michael L.; Monaghan, David A.; Buss, Joylynn; david.a.olson@us.andersen.com; Kennedy, Rob; Friesla, Rick	Whitesel, Kurt	FW: Northwestern Corporation Form S-4
361	ACP	E-mail	05/29/2002	Whitesel, Kurt	Jacobsen, Eric; Orme, Kipp		Northwestern Energy LLC - BK filing for change in Auditors
362	ACP	E-mail	05/30/2002	Whitesel, Kurt	Saks, Scott R.		FW: NOR 10K Questions
363	ACP	E-mail and attachments	06/19/2002	Whitesel, Kurt	david.a.olson@us.andersen.com		FW: Arthur Andersen Releases and other info...
364	ACP	E-mail and attachments	07/24/2002	Whitesel, Kurt	Saks, Scott R.		RE: Northwestern Energy LLC Reporting Obligations
365	ACP	E-mail and attachments	08/12/2002	Whitesel, Kurt	Young, Michael Dietrich, Alan		RE: Northwestern Energy LLC Reporting Obligations
366	ACP	E-mail and attachment	09/07/2002	Whitesel, Kurt	choffman@deloitte.com	spolacek@deloitte.com carends@deloitte.com	FW: Northwestern Form S-4 discussing conversations with Tom Pollock
367	ACP	E-mail	09/10/2002	Whitesel, Kurt	Tyras, Jonathan C. Orme, Kipp	Arends, Craig (US - Minneapolis)	RE: March 31, 2002 financial statements
368	ACP	E-mail and attachments	09/14/2002	Whitesel, Kurt	Arends, Craig		FW: NOR December 31, 2001 Form 10-K/A (redacted)
369	ACP	E-mail and attachments	09/18/2002	Whitesel, Kurt	Polacek, Steven L.; Hoffman, Cliff	BHARE@deloitte.com	reflecting comments by Jon Tyras
370	ACP	E-mail	09/19/2002	Whitesel, Kurt	Pollock, Thomas R.		FW: Form 10-Q/A for March 31, 2002 (redacted)
371	ACP	E-mail	09/19/2002	Whitesel, Kurt	Pollock, Thomas R. Randen, Paula		RE: FW: Attorney Letter for D&T 2001 Reaudit
372	ACP	E-mail and attachment	09/19/2002	Whitesel, Kurt	Polacek, Steven L.; Hoffman, Cliff	Schnum, Roger	FW: FW: Attorney Letter for D&T 2001 Reaudit
373	ACP	E-mail and attachment	09/20/2002	Whitesel, Kurt	Tyras, Jonathan C.	Orme, Kipp	FW: Re-Audit News Release Draft reflecting changes by Scott Kline and Eric Jacobsen
374	ACP	E-mail and attachment	09/20/2002	Whitesel, Kurt	Tyras, Jonathan C.	Orme, Kipp	FW: updated Northwestern financials

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
375	ACP	E-mail and attachment	09/20/2002	Whitesel, Kurt	scottline@paulhastings.com	Tyras, Jonathan C.	FW: Tax Option for Acquisition Costs related to Montana Power
376	ACP	E-mail and attachment	09/24/2002	Whitesel, Kurt	Jacobson, Eric	Orme, Kipp Foness, Chris	FW: Tax Option for Acquisition Costs related to Montana Power
377	ACP	E-mail	09/26/2002	Whitesel, Kurt	Dietrich, Alan	Randen, Paula	RE: NOR Securities Application
378	ACP	E-mail	09/27/2002	Whitesel, Kurt	Dietrich, Alan		RE: NOR Securities Application
379	ACP	E-mail and attachments	09/27/2002	Whitesel, Kurt	Quan (Hanson), Jana	Griese, Deborah Moneghan, David A	FW: NOR Securities Application referring to comments by Jennifer Hong
380	ACP	E-mail and attachments	10/01/2002	Whitesel, Kurt	Lewis, Merie		FW: Memo Re Section 302 Certification reflecting comments by Nicole Gerrard
381	ACP	E-mail and attachments	10/02/2002	Whitesel, Kurt	Lewis, Merie		FW: Memo Re Section 302 Certification reflecting comments by Nicole Gerrard
382	ACP	E-mail and attachment	10/04/2002	Whitesel, Kurt	Foness, Chris		FW: Tax Option for Acquisition Costs related to Montana Power
383	ACP	E-mail	10/09/2002	Whitesel, Kurt	Dietrich, Alan		FW: Tax Option for Acquisition Costs related to Montana Power
384	ACP	E-mail and attachments	10/09/2002	Whitesel, Kurt	Jacobson, Eric	Foness, Chris	FW: Tax Option for Acquisition Costs related to Montana Power
385	ACP	E-mail and attachment	10/31/2002	Whitesel, Kurt	Orme, Kipp		FW: Disclosure Policy discussing Tom Pollock's comments
386	ACP	E-mail	11/09/2002	Whitesel, Kurt	Randen, Paula		FW: Riders for 10-Q draft reflecting comments from Jon Tyras
387	ACP	E-mail	11/09/2002	Whitesel, Kurt	Randen, Paula		FW: Final rider for 10-Q draft reflecting comments from Jon Tyras
388	ACP	E-mail and attachment	11/09/2002	Whitesel, Kurt	jonhryas@paulhastings.com thomaspollock@paulhastings.com scottline@paulhastings.com scottstaks@northwestern.com Griese, Deborah Klewer, Kendall	Neman, Michael L. Schnum, Roger Randen, Paula	10Q Draft
389	ACP	E-mail and attachment	11/09/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Gary Drock; Hyland, Richard; Jerry Johnson; Larry Ness; Lewis, Merie; Marilyn Seymann; Randy Darcy; Jacobsen, Eric; Dietrich, Alan; Hanson, Mike (CEO); Moneghan, David A.; Young, Michael; Charters, John; Friesla, Rick; Atkinson, Tim; Newell, Daniel; Kennedy, Rod; Snider, Mark; Hoffman, Cliff; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.	Smook, Karen Candy Boud Diane Dutcher Irene Fellner Peg Richter Suzette Buron Foinashi, Barbara Dewey, Irene	Northwestern 3rd Quarter 10Q Working Draft
390	ACP	E-mail	11/09/2002	Whitesel, Kurt	scottstaks@paulhastings.com		FW: 10Q Draft

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	11/12/2002	Whitesel, Kurt	Tyras, Jonathan C.; Arends, Craig; Humbert, Suzanne M.; thomaspollock@paulhasings.com; scottkline@paulhasings.com; scottkline@paulhasings.com; Polacek, Steven L.	Orme, Kipp; Jacobsen, Eric; Gräse, Deborah; Kiewer, Kendall; Randen, Paula; Nieman, Michael L.; Schum, Roger	Revised 10Q Draft
391	ACP	E-mail and attachments	11/12/2002	Whitesel, Kurt	Orme, Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters, John; Fresia, Rick; Atkinson, Tim; Kennedy, Rob; Newell, Daniel; Devoe, Michael; msnyder@ebdow.com; Monaghan, David A.; Hanson, Mike; Young, Michael; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.; Dietrich, Alan	Candy Boud; Peg Richter; Lewis, Merle; Hylland, Richard; Jacobsen, Eric; Bohrer, Corinne; Smock, Karen; Wilcox, Joyce F.; Quick, Laura; Yost, Laura; Wilson, Nicole; Price, Tonya; Dewey, Irene; Fontash, Barbara	RE: 3rd. Quarter 10Q Disclosure Review Meetings
392	ACP	E-mail	11/13/2002	Whitesel, Kurt	Young, Michael	Hanson, Mike (CEO)	FW: NOR Third Quarter 10Q draft
393	ACP	E-mail	11/13/2002	Whitesel, Kurt	Kline, Scott C.		RE: NOR Third Quarter 10Q draft
394	ACP	E-mail and attachments	11/14/2002	Whitesel, Kurt	Whitesel, Kurt; Orme, Kipp; Bruce Smith; Jerry Johnson; Larry Ness; Charters, John; Fresia, Rick; Atkinson, Tim; Kennedy, Rob; Newell, Daniel; Devoe, Michael; msnyder@ebdow.com; Monaghan, David A.; Hanson, Mike (CEO); Young, Michael; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.; Dietrich, Alan; Tyras, Jonathan C.; scottkline@paulhasings.com	Candy Boud; Peg Richter; Lewis, Merle; Hylland, Richard; Jacobsen, Eric; Bohrer, Corinne; Smock, Karen; Wilcox, Joyce F.; Quick, Laura; Yost, Laura; Wilson, Nicole; Price, Tonya; Dewey, Irene; Fontash, Barbara	RE: Updated 10Q filing - Redline Update
395					Dietrich, Alan		RE: D&T Tax Service Fees
396	ACP	E-mail and attachments	11/22/2002	Whitesel, Kurt	Dietrich, Alan	Jacobsen, Eric	FW: BILLING QUESTION: Equity Incentive Presentation
397	ACP	E-mail	11/23/2002	Whitesel, Kurt	Dietrich, Alan	Kahn, Marguerite R.	RE: Flyish Documents
398	ACP	E-mail and attachments	01/21/2003	Whitesel, Kurt	Ivings, Euclid A. Pollock, Thomas R.	Pollock, Thomas R.	RE: NOR - 2002 10-K timeline
399	ACP	E-mail	01/29/2003	Whitesel, Kurt	Kline, Scott C. Orme, Kipp Jacobsen, Eric Dietrich, Alan		
400	ACP	E-mail and attachments	02/01/2003	Whitesel, Kurt	Randen, Paula		FW: Revised draft of 10-K reflecting comments from Jon Tyras
401	ACP	E-mail and attachments	02/05/2003	Whitesel, Kurt	Foark, Teri; Clark, Lonnice; Monaghan, David A.; Kline, Scott C.; Forns, Chris	Gräse, Deborah; Kiewer, Kendall; Nieman, Michael L.; Jacobsen, Eric; Orme, Kipp; Fresia, Rick; Kennedy, Rob	FW: Updated 10-K (2/4/03)
402	ACP	E-mail	02/26/2003	Whitesel, Kurt	Arends, Craig (US - Minneapolis)		FW: Clean and Redlined Revised Form 10-K - version 4 - 022503 w/o passwords reflecting comments from Jon Tyras

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
403	ACP/AWP	E-mail and attachments	02/01/2003	Drook, Gary	Manlyn@moreinc.com ngdarcy@mn.rr.com	lness@firstdata.com bsmith@glaxiim.com jerry@usd.edu	FW: New BOD Item - Executive Performance
404	ACP	E-mail and attachments	09/06/2002	Tyras, Jonathan C.	click.hyland@northwestern.com barbara.torash@northwestern.com eric.jacobson@northwestern.com kipp.orne@northwestern.com kurt.whitesel@northwestern.com mike.rieman@northwestern.com travis.gloras@northwestern.com karen.smock@northwestern.com paula.randen@northwestern.com spolacek@deloitte.com; dolsen@deloitte.com; cliffman@deloitte.com; carends@deloitte.com; Pollock, Thomas R.; Zuppone, Michael; Schwitter, William F.; Tyras, Jonathan C.; Saks, Scott R.; Kline, Scott C.; Patricia, Charles A.; Conboy, Kevin; Opich, Joseph P.		Northwestern S-4 - Amendment No. 3
405	ACP	E-mail and attachments	09/10/2002	Jacobson, Eric	Schnum, Roger Orme, Kipp Wyche, Paul	scottkline@paulhastings.com Hyland, Richard	RE: S-4 News Release
406	ACP	E-mail and attachment	09/19/2002	Schnum, Roger	Lewis, Merle Hyland, Richard Orme, Kipp Jacobson, Eric	Wyche, Paul Whitesel, Kurt scottkline@paulhastings.com Ng, Emilie	Re-Audit News Release Draft
407	ACP	E-mail and attachment	09/24/2002	Schnum, Roger	Hyland, Richard Orme, Kipp Jacobson, Eric	Evans, Paul Ng, Emilie	Draft Release
408	ACP	E-mail and attachment	09/27/2002	Schnum, Roger	Hyland, Richard Orme, Kipp Jacobson, Eric		Draft Release Text
409	ACP	E-mail and attachment	09/28/2002	Orme, Kipp	Hyland, Richard Orme, Kipp Jacobson, Eric Hyland, Richard	Ng, Emilie scottkline@paulhastings.com	Revised Confidential News Release Draft
410	ACP	E-mail and attachments	09/28/2002	Orme, Kipp	Hyland, Richard		Fw: As printed Red for Northwestern

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachments	11/14/2002	Whitesel, Kurt	Whitesel, Kurt; Orme, Kipp; Bruce Smith, Jerry; Johnson, Larry Ness; Charters, John; Fresia, Rick; Atkinson, Tim; Kennedy, Rob; Newell, Daniel; Devoe, Michael; msnyder@ebclaw.com; Monaghan, David A.; Hanson, Mike; Young, Michael; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.; Dietrich, Alan; Tyras, Jonathan C.; scottkline@paulhasstings.com	Candy Boub; Peg Richter; Lewis, Merle; Hylland, Richard; Jacobsen, Eric; Bohrer, Corinne; Smock, Karen; Wilcox, Joyce F.; Quick, Laura; Yost, Laura; Wilson, Nicole; Price, Tonya; Dewey, Irene; Fornash, Barbara	Updated 100 filing
411	ACP	E-mail and attachment	11/14/2002	Whitesel, Kurt	Whitesel, Kurt; Orme, Kipp; Bruce Smith, Jerry; Johnson, Larry Ness; Charters, John; Fresia, Rick; Atkinson, Tim; Kennedy, Rob; Newell, Daniel; Devoe, Michael; msnyder@ebclaw.com; Monaghan, David A.; Hanson, Mike (CEO); Young, Michael; Polacek, Steven L.; Arends, Craig; Pollock, Thomas R.; Dietrich, Alan; Tyras, Jonathan C.; scottkline@paulhasstings.com	Candy Boub; Peg Richter; Lewis, Merle; Hylland, Richard; Jacobsen, Eric; Bohrer, Corinne; Smock, Karen; Wilcox, Joyce F.; Quick, Laura; Yost, Laura; Wilson, Nicole; Price, Tonya; Dewey, Irene; Fornash, Barbara	RE: Updated 100 filing - Redline Update
412	ACP	E-mail and attachment	12/08/2002	Jacobsen, Eric	Thomas (Tom) R. Pollock (E-mail)	Hylland, Richard Orme, Kipp Schnum, Roger	PR Release
413	ACP	E-mail and attachments	12/11/2002	Orme, Kipp	Charters, John	Hylland, Richard Schnum, Roger Jacobsen, Eric	RE: Thursday Audit Committee Meeting - Draft Press Release
414	ACP	E-mail and attachments	12/12/2002	Schnum, Roger	Lewis, Merle; Hylland, Richard; Jacobsen, Eric; Orme, Kipp; Hanson, Mike; Charters, John; Newell, Daniel; thomaspollock@paulhasstings.com; spolactek@deloitte.com	scottkline@paulhasstings.com Fornash, Barbara	Confidential Drafts Fourth Quarter Update Releases Noon-12/12
415	ACP	E-mail and attachment	12/13/2002	Schnum, Roger	Hylland, Richard; Jacobsen, Eric; Orme, Kipp; thomaspollock@paulhasstings.com	scottkline@paulhasstings.com	Final Draft 12/13 News Release
416	ACP	E-mail and attachment	12/13/2002	Schnum, Roger	Lewis, Merle; Hylland, Richard; Jacobsen, Eric; Orme, Kipp; VanCamp, John; Whitesel, Kurt; Hanson, Mike; Charters, John; Newell, Daniel	thomaspollock@paulhasstings.com scottkline@paulhasstings.com johnnyras@paulhasstings.com spolactek@deloitte.com Fornash, Barbara Lydc, Tammy	Fourth Quarter Update News Release
417	ACP	E-mail and attachment	01/31/2003	Orme, Kipp	Hylland, Richard		FW: Revised Audit Committee Charter [PHJW DRAFT]
418	ACP	E-mail and attachment	02/14/2003	Jacobsen, Eric	Hylland, Richard		FW: Markup to latest draft of 10-K [PHJW DRAFT]
419	ACP	E-mail and attachments					

Document No.	Privilege Type	Document Type	Date	Author	Recipient	CC	Subject
	ACP	E-mail and attachment	09/28/2001	Schram, Roger	Baker, Keith Nye, Dick Hyland, Richard Lewis, Marie Orme, Kipp Jacobsen, Eric Wyche, Paul Rausch, Dan	Graham, Bob brenda.a.habenstreit@us.airtandemse n.com	Confidential Draft 5
420	ACP	E-mail and attachment	04/06/2002	Orme, Kipp	Schram, Roger	Hyland, Richard Evans, Liz Nieman, Michael L Jacobsen, Eric	FW: Draft 1stQ Forecast Release
421	ACP	E-mail	05/24/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitlase@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joeylyn.buus@northwestern.com david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com	Pollock, Thomas R. Schwiter, William F. Zuppone, Michael Kline, Scott C. Saks, Scott R.	Northwestern Corporation Form S-4
422	ACP	E-mail	05/30/2002	Jacobsen, Eric	Hyland, Richard		
423	ACP	E-mail and attachments	05/06/2002	Tyras, Jonathan C.	dick.hyland@northwestern.com barbara.fornash@northwestern.com eric.jacobsen@northwestern.com kipp.orme@northwestern.com kurt.whitlase@northwestern.com mike.nieman@northwestern.com david.monaghan@northwestern.com joeylyn.buus@northwestern.com david.a.olson@us.andersen.com dawn.a.dexter@us.andersen.com karen.smook@northwestern.com linda.superales@northwestern.com	Schwiter, William F. Zuppone, Michael Pollock, Thomas R. Saks, Scott R. Kline, Scott C.	FW: Additional comment letter Northwestern S-4 and 10-K and CornerStone 10-K
424							